

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q**

**[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED September 30, 2014  
OR**

**[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_**

Commission File number 0-2500111

Federated National Holding Company  
(Exact name of registrant as specified in its charter)

**Florida**

(State or Other Jurisdiction of  
Incorporation or Organization)

**65-0248866**

(IRS Employer  
Identification Number)

14050 N.W. 14<sup>th</sup> Street, Suite 180, Sunrise, Florida 33323  
(Address of principal executive offices) (Zip Code)

800-293-2532  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant has electronically submitted and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [ ] Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$.01 par value –14,008,844 outstanding as of October 30, 2014

# FEDERATED NATIONAL HOLDING COMPANY

## INDEX

<b>PART I: FINANCIAL INFORMATION</b>		<b><u>PAGE</u></b>
<b>ITEM 1</b>	Financial Statements	3
<b>ITEM 2</b>	Management's Discussion and Analysis of Financial Condition and Results of Operations	36
<b>ITEM 3</b>	Quantitative and Qualitative Disclosures about Market Risk	59
<b>ITEM 4</b>	Controls and Procedures	61
<b>PART II: OTHER INFORMATION</b>		
<b>ITEM 1</b>	Legal Proceedings	62
<b>ITEM 1A</b>	Risk Factors	62
<b>ITEM 2</b>	Unregistered Sales of Equity Securities and Use of Proceeds	62
<b>ITEM 3</b>	Defaults upon Senior Securities	62
<b>ITEM 4</b>	Mine Safety Disclosures	62
<b>ITEM 5</b>	Other Information	62
<b>ITEM 6</b>	Exhibits	63
<b>SIGNATURES</b>		64

**PART I: FINANCIAL INFORMATION**  
**Item 1 Financial Statements**

FEDERATED NATIONAL HOLDING COMPANY  
CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)

	<u>Period Ending</u>	
	<u>September 30, 2014</u>	<u>December 31, 2013</u>
ASSETS	(Dollars in Thousands)	
Investments		
Debt maturities, available for sale, at fair value	\$ 275,387	\$ 174,912
Debt maturities, held to maturity, at amortized cost	7,352	7,214
Equity securities, available for sale, at fair value	<u>36,463</u>	<u>38,584</u>
Total investments	319,202	220,710
Cash and short term investments	45,926	41,446
Prepaid reinsurance premiums	39,202	7,592
Premiums receivable, net of allowance for credit losses of \$143 and \$143, respectively	28,112	22,414
Reinsurance recoverable, net	9,235	2,742
Deferred policy acquisition costs	10,980	16,708
Deferred income taxes, net	-	1,006
Income taxes receivable	2,130	-
Property, plant and equipment, net	1,670	929
Other assets	5,135	3,194
Contingent quota-share profit sharing	<u>14,000</u>	<u>-</u>
Total assets	<u>\$ 475,592</u>	<u>\$ 316,741</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Unpaid losses and LAE	\$ 73,109	\$ 61,016
Unearned premiums	186,638	128,343
Premiums deposits and customer credit balances	7,094	3,833
Claims payments outstanding	7,182	6,203
Income taxes payable	-	2,379
Deferred income taxes, net	1,964	-
Accounts payable and accrued expenses	7,631	6,473
Deferred quota-share profit sharing	<u>12,250</u>	<u>-</u>
Total liabilities	<u>295,868</u>	<u>208,247</u>
Shareholders' equity:		
Common stock, \$0.01 par value. Authorized 25,000,000 shares; issued and outstanding 13,594,962 and 10,901,716, respectively	136	109
Preferred stock, \$0.01 par value. Authorized 1,000,000 shares; none issued or outstanding	-	-
Additional paid-in capital	125,433	80,525
Accumulated other comprehensive income		
Unrealized net gains on investments, available for sale	<u>6,093</u>	<u>5,964</u>
Total accumulated other comprehensive income	<u>6,093</u>	<u>5,964</u>
Retained earnings	<u>48,062</u>	<u>21,896</u>
Total shareholders' equity	<u>179,724</u>	<u>108,494</u>
Total liabilities and shareholders' equity	<u>\$ 475,592</u>	<u>\$ 316,741</u>

**SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**FEDERATED NATIONAL HOLDING COMPANY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(UNAUDITED)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
	(Dollars in Thousands)		(Dollars in Thousands)	
<b>Revenue:</b>				
Gross premiums written	\$ 92,032	\$ 60,741	\$ 280,487	\$ 175,609
Gross premiums ceded	<u>(129,298)</u>	<u>(49,936)</u>	<u>(179,137)</u>	<u>(78,179)</u>
Net premiums written	<u>(37,266)</u>	<u>10,805</u>	<u>101,350</u>	<u>97,430</u>
Increase in prepaid reinsurance premiums	80,013	29,318	86,900	29,870
Increase in unearned premiums	<u>(8,229)</u>	<u>(12,762)</u>	<u>(58,295)</u>	<u>(57,981)</u>
Net change in prepaid reinsurance premiums and unearned premiums	<u>71,784</u>	<u>16,556</u>	<u>28,605</u>	<u>(28,111)</u>
Net premiums earned	34,518	27,361	129,955	69,319
Commission income	1,173	637	3,350	1,989
Finance revenue	392	241	1,051	584
Direct written policy fees	2,238	1,632	6,417	4,594
Net investment income	1,450	800	3,758	2,382
Net realized investment gains	659	780	4,047	2,480
Other income	970	466	1,540	618
Quota-share profit sharing	<u>1,750</u>	<u>-</u>	<u>1,750</u>	<u>-</u>
Total revenue	<u>43,150</u>	<u>31,917</u>	<u>151,868</u>	<u>81,966</u>
<b>Expenses:</b>				
Losses and LAE	15,126	14,436	60,476	36,583
Operating and underwriting expenses	6,732	3,411	14,600	10,066
Salaries and wages	4,022	2,709	10,520	7,375
Amortization of deferred policy acquisition costs	<u>5,815</u>	<u>6,576</u>	<u>23,095</u>	<u>15,370</u>
Total expenses	31,695	27,132	108,691	69,394
Income before provision for income tax expense	11,455	4,785	43,177	12,572
Provision for income tax expense	<u>4,228</u>	<u>1,504</u>	<u>15,973</u>	<u>4,411</u>
Net income	<u>\$ 7,227</u>	<u>\$ 3,281</u>	<u>\$ 27,204</u>	<u>\$ 8,161</u>
Net income per share - basic	<u>\$ 0.57</u>	<u>\$ 0.41</u>	<u>\$ 2.35</u>	<u>\$ 1.02</u>
Net income per share - diluted	<u>\$ 0.56</u>	<u>\$ 0.39</u>	<u>\$ 2.28</u>	<u>\$ 0.99</u>
Weighted average number of common shares outstanding - basic	<u>12,624,746</u>	<u>8,066,773</u>	<u>11,562,709</u>	<u>8,023,505</u>
Weighted average number of common shares outstanding - diluted	<u>12,956,407</u>	<u>8,345,924</u>	<u>11,934,057</u>	<u>8,260,435</u>
Dividends paid per share	<u>\$ 0.03</u>	<u>\$ 0.03</u>	<u>\$ 0.09</u>	<u>\$ 0.08</u>

**SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

FEDERATED NATIONAL HOLDING COMPANY  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(UNAUDITED)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
	(Dollars in Thousands)		(Dollars in Thousands)	
Net income	\$ 7,227	\$ 3,281	\$ 27,204	\$ 8,161
Change in net unrealized (losses) gains on investments available for sale	<u>(1,883)</u>	<u>2,658</u>	<u>359</u>	<u>331</u>
Comprehensive income before tax	5,344	5,939	27,563	8,492
Income tax benefit (expense) related to items of other comprehensive income	<u>615</u>	<u>(1,000)</u>	<u>(229)</u>	<u>(125)</u>
Comprehensive income	<u>\$ 5,959</u>	<u>\$ 4,939</u>	<u>\$ 27,334</u>	<u>\$ 8,367</u>

**SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

FEDERATED NATIONAL HOLDING COMPANY  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	<u>Nine Months Ended September 30,</u>	
	<u>2014</u>	<u>2013</u>
	(Dollars in Thousands)	
Cash flow from operating activities:		
Net income	\$ 27,204	\$ 8,161
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of investment premium or discount, net	2,909	1,135
Depreciation and amortization of property plant and equipment, net	334	190
Net realized investment gains	(4,047)	(2,480)
Recovery for uncollectible premiums receivable	-	(34)
Non-cash compensation	72	188
Changes in operating assets and liabilities:		
Premiums receivable	(5,698)	(12,053)
Prepaid reinsurance premiums	(31,610)	5,339
Reinsurance recoverable, net	(6,494)	818
Income taxes recoverable	(2,130)	(829)
Deferred income tax expense, net of other comprehensive income	2,741	3,361
Policy acquisition costs, net of amortization	5,728	(5,881)
Other assets	(1,941)	171
Contingent quota-share profit sharing	(1,750)	-
Unpaid losses and LAE	12,093	2,042
Unearned premiums	58,295	57,981
Premium deposits and customer credit balances	3,261	1,383
Income taxes payable	(2,379)	-
Claims payments outstanding	979	(1,177)
Accounts payable and accrued expenses	1,158	4,785
Net cash provided by operating activities	<u>58,725</u>	<u>63,100</u>
Cash flow used by investing activities:		
Proceeds from sale of investment securities	65,869	93,079
Purchases of investment securities available for sale	(162,864)	(129,349)
Purchases of property and equipment	(1,074)	(542)
Net cash used by investing activities	<u>(98,069)</u>	<u>(36,812)</u>
Cash flow provided (used) by financing activities:		
Exercised stock options	\$ 1,433	\$ 358
Dividends paid	(1,038)	(903)
Issuance of common stock	43,116	-
Tax benefit related to non-cash compensation	313	108
Net cash provided (used) by financing activities	<u>43,824</u>	<u>(437)</u>
Net increase in cash and short term investments	4,480	25,851
Cash and short term investments at beginning of period	41,446	21,143
Cash and short term investments at end of period	<u>\$ 45,926</u>	<u>\$ 46,994</u>

**SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

FEDERATED NATIONAL HOLDING COMPANY  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

(continued)

Nine Months Ended September 30.

2014                      2013

(Dollars in Thousands)

Supplemental disclosure of cash flow information:

Cash paid during the period for:

Income taxes

\$ 18,185                      \$ 1,870

Non-cash investing and finance activities:

Accrued dividends payable

\$ 350                              \$ 250

**SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

**(1) Organization and Business**

In this Quarterly Report on Form 10-Q, “FNHC” and the terms “Company”, “we”, “us” and “our” refer to Federated National Holding Company and its subsidiaries, unless the context indicates otherwise. We changed our name on September 11, 2012, pursuant to approval received at our annual shareholders’ meeting, from 21st Century Holding Company so that our parent company and other subsidiary companies’ names are consistent with our primary insurance subsidiary and the name under which we have been writing insurance for more than 20 years.

FNHC is an insurance holding company that controls substantially all steps in the insurance underwriting, distribution and claims processes through our subsidiaries and our contractual relationships with our independent agents and general agents.

We are authorized to underwrite, and/or place through our wholly owned subsidiaries, homeowners’ multi-peril (“homeowners”), commercial general liability, federal flood, personal auto and various other lines of insurance in Florida and various other states. We market and distribute our own and third-party insurers’ products and our other services through a network of independent agents.

Our insurance subsidiary is Federated National Insurance Company (“FNIC”). FNIC is licensed as an admitted carrier in Florida. An admitted carrier is an insurance company that has received a license from the state department of insurance giving the company the authority to write specific lines of insurance in that state. These companies are also bound by rate and form regulations, and are strictly regulated to protect policyholders from a variety of illegal and unethical practices, including fraud. Admitted carriers are also required to financially contribute to the state guarantee fund, which is used to pay for losses if an insurance carrier becomes insolvent or unable to pay the losses due their policyholders. Through contractual relationships with a network of approximately 3,600 independent agents, of which approximately 2,100 actively sell and service our products, FNIC is authorized to underwrite homeowners’, commercial general liability, fire, allied lines and personal and commercial automobile insurance in Florida. FNIC is licensed as an admitted carrier in Alabama, Louisiana, Georgia and Texas and underwrites commercial general liability insurance in those states. Federated National also underwrites homeowners’ insurance in Louisiana and Alabama, commencing in October of 2014. Additionally, we underwrite personal automobile insurance in Georgia and Texas.

FNIC is also licensed as a non-admitted carrier in Nevada and South Carolina and can underwrite commercial general liability insurance in these states. Currently there are no operations in Nevada or South Carolina. A non-admitted carrier, sometimes referred to as a “excess and surplus lines” carrier, is permitted to do business in a state and, although it is strictly regulated to protect policyholders from a variety of illegal and unethical practices, including fraud, non-admitted carriers are subject to considerably less regulation with respect to policy rates and forms. Non-admitted carriers are not required to financially contribute to and benefit from the state guarantee fund, which is used to pay for losses if an insurance carrier becomes insolvent or unable to pay the losses due their policyholders.

We have entered into a Coexistence Agreement effective August 30, 2013 (the “Coexistence Agreement”) with Federated Mutual Insurance Company (“Federated Mutual”) pursuant to which, among other things, we may continue to use “Federated National” until at least August 30, 2020, after which time we have agreed to either cease using “Federated” in commerce or otherwise adopt and use trade names that are not confusingly similar to Federated Mutual’s trademarks. We continue to develop our brand under the “FedNat” name, which is the name by which agents generally know us.

As of September 30, 2014, we have satisfied all applicable conditions of the consent order we entered into in January 2011 (the “Consent Order”) with the Florida Office of Insurance Regulation (“Florida OIR”). We entered into the consent order in connection with the merger of our one of our wholly owned insurance subsidiaries, American Vehicle Insurance Company, into FNIC, with FNIC continuing the operations of both entities. As of the date of this Report, the only operational restriction that remains in effect is a requirement to obtain OIR approval prior to writing commercial multi peril business or any new commercial property business, including condo associations, under any other line of business for which FNIC is authorized. FNIC currently has no commercial multi peril policy premium in force and the current commercial habitation book of business is fully earned.



**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

During the three months ended September 30, 2014, 90.5%, 3.4%, 2.5% and 3.6% of the premiums we underwrote were for homeowners', commercial general liability, federal flood, and automobile insurance, respectively. During the three months ended September 30, 2013, 89.1%, 4.3%, 2.9% and 3.7% of the premiums we underwrote were for homeowners', commercial general liability, federal flood, and automobile insurance, respectively.

During the nine months ended September 30, 2014, 91.2%, 3.4%, 2.2% and 3.2% of the premiums we underwrote were for homeowners', commercial general liability, federal flood, and automobile insurance, respectively. During the nine months ended September 30, 2013, 89.0%, 4.6%, 2.8% and 3.6% of the premiums we underwrote were for homeowners', commercial general liability, federal flood, and automobile insurance, respectively.

During the three months ended September 30, 2014, \$19.0 million or 22.8% of the \$83.3 million of the homeowners' premiums we underwrote were produced under an agency agreement with Ivantage Select Agency, Inc. ("ISA"), an affiliate of Allstate Insurance Company, that grants Allstate agents the authority to offer certain FNIC products. The \$19.0 million of homeowners' premiums produced under this agreement with ISA represents 65.1% of the total increase in the sale of homeowners' policies during the three months ended September 30, 2014. During the three months ended September 30, 2013, \$10.9 million or 20.1% of the \$54.1 million of the homeowners' premiums we underwrote were produced under the agreement with ISA. This network of agents began writing for FNIC in March 2013.

During the nine months ended September 30, 2014, \$49.4 million or 19.3% of the \$255.9 million of the homeowners' premiums we underwrote were produced under the agreement with ISA. The \$49.4 million of homeowners' premiums produced under this agreement with ISA represents 49.7% of the total increase in the sale of homeowners' policies during the nine months ended September 30, 2014. During the nine months ended September 30, 2013, \$19.1 million or 12.2% of the \$156.4 million of the homeowners' premiums we underwrote were produced under the agreement with ISA.

Our business, results of operations and financial condition are subject to fluctuations due to a variety of factors. Abnormally high severity or frequency of claims in any period could have a material adverse effect on us. When our estimated liabilities for unpaid losses and loss adjustment expenses ("LAE") are less than the actuarially determined amounts, we increase the expense in the current period. Conversely, when our estimated liabilities for unpaid losses and LAE are greater than the actuarially determined amounts, we decrease the expense in the current period.

We are focusing our marketing efforts on continuing to expand our distribution network while maintaining our commitment to long-term relationships. We market our products and services throughout Florida and in other states by establishing relationships with additional independent agents and general agents. There can be no assurance, however, that we will be able to obtain the required regulatory approvals to offer additional insurance products or expand into other states.

FNU acts as FNIC's exclusive managing general agent in Florida and is also licensed as a managing general agent in the States of Alabama, Georgia, Louisiana, Nevada, South Carolina and Texas. FNU has contracted with several unaffiliated insurance companies to sell commercial general liability, workers compensation, personal umbrella, inland marine and other various lines of insurance through FNU's existing network of agents.

FNU earns commissions and fees for providing policy administration, marketing, accounting and analytical services, and for participating in the negotiation of reinsurance contracts. FNU earns a \$25 per policy fee, and traditionally a 6% commission fee from its affiliate, FNIC. During the fourth quarter of 2010, FNU, pursuant to the Consent Order as discussed above, reduced its fee to earn amounts varying between 2% and 4%. A formal agreement reflecting this fee modification was executed during January 2011.

We internally process claims made by our insureds through our wholly owned claims adjusting company, FNA. Our agents have no authority to settle claims or otherwise exercise control over the claims process. Furthermore, we believe that the retention of independent adjusters, in addition to the employment of salaried claims personnel, results in reduced ultimate loss payments, lower LAE and improved customer service for our claimants.

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

and policyholders. We also employ an in-house Litigation Manager to cost effectively manage claims-related litigation and to monitor our claims handling practices for efficiency and regulatory compliance.

During the three months ended June 30, 2014, the Florida OIR approved an application to allow the claims administration operations of FNA to be assumed by FNU. Under the amended managing general agency agreement between FNU and FNIC, FNU will provide the same claims administration services under the same fee structure. The combination of these services in FNU had no effect on consolidated net income.

Insure-Link, Inc. (“Insure-Link”) serves as an independent insurance agency. The insurance agency markets direct to the public to provide a variety of insurance products and services to individual clients, as well as business clients, by offering a full line of insurance products including, but not limited to, homeowners’, flood, personal and commercial automobile, commercial general liability and workers’ compensation insurance through their agency appointments with over forty different carriers.

**(2) Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements for the Company and its subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America referred to as Generally Accepted Accounting Principles (“GAAP”) for interim financial information, and the Securities and Exchange Commission (“SEC”) rules for interim financial reporting. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. However, in the opinion of management, the accompanying financial statements reflect all normal recurring adjustments necessary to present fairly the Company’s financial position as of September 30, 2014 and the results of operations and cash flows for the periods presented.

The results of operations for the interim periods presented are not necessarily indicative of the results of operations to be expected for any subsequent interim period or for the fiscal year ending December 31, 2014. The accompanying unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2013 included in the Company’s Form 10-K, which was filed with the SEC on March 17, 2014.

In preparing the interim unaudited condensed consolidated financial statements, management was required to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures at the financial reporting date and throughout the periods being reported upon. Certain of the estimates result from judgments that can be subjective and complex and consequently actual results may differ from these estimates.

Material estimates that are particularly susceptible to significant change in the near-term relate to the determination of loss and LAE, ceded reinsurance balances payable, the recoverability of Deferred Policy Acquisition Costs (“DPAC”), the determination of federal income taxes, and the net realizable value of reinsurance recoverables. Although considerable variability is inherent in these estimates, management believes that the amounts provided are reasonable. These estimates are continually reviewed and adjusted as necessary. Such adjustments are reflected in current operations.

All significant intercompany balances and transactions have been eliminated. No material reclassifications have been made to the prior-period balances to conform to the current-period presentation.

**(3) Summary of Significant Accounting Policies and Practices**

**(A) Critical Accounting Policies**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

estimates requires the exercise of judgment. Actual results inevitably will differ from those estimates, and such differences may be material to the financial statements.

The most significant accounting estimates inherent in the preparation of our financial statements include estimates associated with management's evaluation of the determination of (i) liability for unpaid losses and LAE, (ii) the amount and recoverability of amortization of DPAC, and (iii) estimates for our reserves with respect to finance contracts, premiums receivable and deferred income taxes. Various assumptions and other factors underlie the determination of these significant estimates, which are described in greater detail in Footnote 2 of the Company's audited consolidated financial statements for the fiscal year ended December 31, 2013, which we included in the Company's Annual Report on Form 10-K which was filed with the SEC on March 17, 2014.

We believe that there were no significant changes in those critical accounting policies and estimates during the nine months ended September 30, 2014. Senior management has reviewed the development and selection of our critical accounting policies and estimates and their disclosure in this Form 10-Q with the Audit Committee of our Board of Directors.

The process of determining significant estimates is fact-specific and takes into account factors such as historical experience, current and expected economic conditions, and in the case of unpaid losses and LAE, an actuarial valuation. Management regularly reevaluates these significant factors and makes adjustments where facts and circumstances dictate. In selecting the best estimate, we utilize various actuarial methodologies. Each of these methodologies is designed to forecast the number of claims we will be called upon to pay and the amounts we will pay on average to settle those claims. In arriving at our best estimate, our actuaries consider the likely predictive value of the various loss development methodologies employed in light of underwriting practices, premium rate changes and claim settlement practices that may have occurred, and weigh the credibility of each methodology. Our actuarial methodologies take into account various factors, including, but not limited to, paid losses, liability estimates for reported losses, paid allocated LAE, salvage and other recoveries received, reported claim counts, open claim counts and counts for claims closed with and without payment for loss.

Accounting for loss contingencies pursuant to Financial Accounting Standards Board ("FASB") issued guidance involves the existence of a condition, situation or set of circumstances involving uncertainty as to possible loss that will ultimately be resolved when one or more future event(s) occur or fail to occur. Additionally, accounting for a loss contingency requires management to assess each event as probable, reasonably possible or remote. Probable is defined as the future event or events are likely to occur. Reasonably possible is defined as the chance of the future event or events occurring is more than remote but less than probable, while remote is defined as the chance of the future event or events occurring is slight. An estimated loss in connection with a loss contingency shall be recorded by a charge to current operations if both of the following conditions are met: First, the amount can be reasonably estimated, and second, the information available prior to issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements. It is implicit in this condition that it is probable that one or more future events will occur confirming the fact of the loss or incurrence of a liability.

We are required to review the contractual terms of all our reinsurance purchases to ensure compliance with FASB issued guidance. The guidance establishes the conditions required for a contract with a reinsurer to be accounted for as reinsurance and prescribes accounting and reporting standards for those contracts. Contracts that do not result in the reasonable possibility that the reinsurer may realize a significant loss from the insurance risk assumed generally do not meet the conditions for reinsurance accounting and must be accounted for as deposits. The guidance also requires us to disclose the nature, purpose and effect of reinsurance transactions, including the premium amounts associated with reinsurance assumed and ceded. It also requires disclosure of concentrations of credit risk associated with reinsurance receivables and prepaid reinsurance premiums.

FASB issued guidance addresses accounting and reporting for (a) investments in equity securities that have readily determinable fair values and (b) all investments in debt securities. We account for our investment securities consistent with FASB issued guidance that requires our securities to be classified into one of three categories: (i) held-to-maturity, (ii) trading securities or (iii) available-for-sale.

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

Investments classified as held-to-maturity include debt securities wherein the Company's intent and ability are to hold the investment until maturity and are carried at amortized cost without consideration to unrealized gains or losses. Investments classified as trading securities include debt and equity securities bought and held primarily for sale in the near term and are carried at fair value with unrealized holding gains and losses included in current period operations. Investments classified as available-for-sale include debt and equity securities that are not classified as held-to-maturity or as trading security investments and are carried at fair value with unrealized holding gains and losses excluded from earnings and reported as a separate component of shareholders' equity, namely "Other Comprehensive Income."

Premiums and discounts are amortized or accreted, respectively, over the life of the related debt security as an adjustment to yield using a method that approximates the effective interest method. Dividends and interest income are recognized when earned. Realized gains and losses are included in earnings and are derived using the specific-identification method for determining the cost of securities sold.

Financial instruments, which potentially expose us to concentrations of credit risk, consist primarily of investments, premiums receivable, amounts due from reinsurers on paid and unpaid losses and finance contracts. We have not experienced significant losses related to premiums receivable from individual policyholders or groups of policyholders in a particular industry or geographic area. We believe no credit risk beyond the amounts provided for collection losses is inherent in our premiums receivable or finance contracts. In order to reduce credit risk for amounts due from reinsurers, we seek to do business with financially sound reinsurance companies and regularly review the financial strength of all reinsurers used. Additionally, our credit risk in connection with our reinsurers is mitigated by the establishment of irrevocable clean letters of credit in favor of FNIC.

The fair value of our investments is estimated based on prices published by financial services or quotations received from securities dealers and is reflective of the interest rate environment that existed as of the close of business on September 30, 2014 and December 31, 2013. Changes in interest rates subsequent to September 30, 2014 and December 31, 2013 may affect the fair value of our investments.

The carrying amounts for the following financial instrument categories approximate their fair values at September 30, 2014 and December 31, 2013 because of their short-term nature: cash and short-term investments, premiums receivable, finance contracts, due from reinsurers, revolving credit outstanding, bank overdraft, accounts payable and accrued expenses.

**(B) Impact of New Accounting Pronouncements**

In June 2014, the FASB issued Accounting Standard Update ("ASU") No. 2014-12: Compensation – Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period, a consensus of the FASB Emerging Issues Task Force. The amendments in this ASU apply to all reporting entities that grant their employees share-based payments in which the terms of the award provide that a performance target that affects vesting could be achieved after the requisite service period. That is the case when an employee is eligible to retire or otherwise terminate employment before the end of the period in which a performance target (for example, an initial public offering or a profitability target) could be achieved and still be eligible to vest in the award if and when the performance target is achieved. The amendments in the ASU require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. Current U.S. GAAP does not contain explicit guidance on whether to treat a performance target that could be achieved after the requisite service period as a performance condition that affects vesting or as a nonvesting condition that affects the grant-date fair value of an award. The amendments in this ASU provide explicit guidance for those awards. The amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015, and, earlier adoption is permitted. The adoption of the amendments in this ASU will not have a material impact on our financial position, results of operations or cash flows.

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

In July 2013, the FASB issued Accounting Standard Update (“ASU”) No. 2013-11: Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. Topic 740, Income Taxes, does not include explicit guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists, and there is diversity in practice in the presentation of unrecognized tax benefit in those instances. The objective of the amendments in this ASU is to eliminate that diversity in practice. The ASU applies to all entities that have unrecognized tax benefits when a net operating loss carry forward, a similar tax loss, or a tax credit carryforward exists at the operating date. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013 and early adoption is permitted. The amendments in this ASU should be applied prospectively to all unrecognized tax benefits that exist at the effective date and retrospective application is permitted. The adoption of the amendments in this ASU did not have a material impact on our financial condition, results of operations or cash flows.

In February 2013, the FASB issued ASU No. 2013-02: Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. The objective of this ASU is to improve the reporting of reclassifications out of accumulated other comprehensive income. The amendments require an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. GAAP to be reclassified in its entirety in net income. For other amounts that are not required to be reclassified to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. The amendments in the ASU do not change the current requirements for reporting net income or other comprehensive income in financial statements. The ASU is effective prospectively for reporting periods beginning after December 15, 2012. The adoption of these amendments did not have a material impact on our financial condition, results of operations or cash flows.

In January 2013, the FASB issued ASU No. 2013-01: Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities. The objective of this ASU is to clarify the scope of offsetting disclosures and to address implementation issues with ASU No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. The amendments clarify that the scope of ASU 2011-11 applies to derivatives accounted for in accordance with Topic 815, Derivatives and Hedging, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions. An entity is required to apply the amendments for fiscal years beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the required disclosures retrospectively for all comparative periods. The adoption of these amendments did not have a material impact on our financial condition, results of operations or cash flows.

In July 2012, the FASB issued ASU No. 2012-02: Intangibles – Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment. The objective of the amendments in this ASU is to reduce the cost and complexity of performing an impairment test for indefinite-lived intangible assets by simplifying how an entity tests those assets for impairment and to improve consistency in impairment testing guidance among long-lived asset categories. The amendments permit an entity first to assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test in accordance with Subtopic 350-30. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. Upon adoption, these amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012; early adoption is permitted. The adoption of these amendments did not have a material impact on our financial condition, results of operations or cash flows.

In June 2011, the FASB issued ASU No. 2011-05: Comprehensive Income (Topic 220): Presentation of Comprehensive Income. The guidance in this ASU is intended to increase the prominence of items reported in other comprehensive income in the financial statements by presenting the total of comprehensive income, the components

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The guidance in this ASU does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. Upon adoption, this update is to be applied retrospectively and is effective during interim and annual periods beginning after December 15, 2011. Early adoption is permitted. The adoption of this ASU did not have a material impact on our financial condition, results of operations or cash flows.

In December 2011, the FASB issued ASU No. 2011-12: Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. The guidance defers certain provisions contained in ASU No. 2011-05 requiring the requirement to present components of reclassifications of other comprehensive income on the face of the income statement or in the notes to the financial statements. However, this deferral does not impact the other requirements contained in the new standard on comprehensive income as described above. This ASU is effective during interim and annual periods beginning after December 15, 2011. The adoption of this ASU did not have a material impact on our financial condition, results of operations or cash flows.

In September 2011, the FASB issued ASU No. 2011-08: Intangibles – Goodwill and Other (Topic 350): Testing Goodwill for Impairment, which amends ASC Topic 350, Intangibles – Goodwill and Other. The guidance in this ASU permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in ASC Topic 350. Under the amendments in this ASU, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The adoption of this ASU did not have a material impact on our financial condition, results of operations or cash flows.

In December 2011, the FASB issued ASU No. 2011-11: Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities, which requires new disclosure requirements mandating that entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position as well as instruments and transactions subject to an agreement similar to a master netting arrangement. In addition, the standard requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. This ASU is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The adoption of this ASU did not have a material impact on our financial condition, results of operations or cash flows.

Other recent accounting pronouncements issued by FASB, the American Institute of Certified Public Accountants ("AICPA"), and the SEC did not or are not believed by management to have a material impact on the Company's present or future financial statements.

**(C) Stock Options**

Pursuant to FASB issued guidance, compensation cost recognized during the nine months ended September 30, 2014 includes compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant date fair value estimated in accordance with the guidance.

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

**(D) Earnings per Share**

Basic earnings per share (“Basic EPS”) is computed by dividing net income by the weighted average number of common shares outstanding during the period presented. Diluted earnings per share (“Diluted EPS”) is computed by dividing net income by the weighted average number of shares of common stock and common stock equivalents outstanding during the period presented.

**(E) Reclassifications**

No material reclassification of the 2013 financial statements was necessary to conform to the 2014 presentation.

**(4) Commitments and Contingencies**

Management has a responsibility to continually measure and monitor its commitments and its contingencies. The nature of the Company’s commitments and contingencies can be grouped into three major categories: insured claim activity, assessment related activities and operational matters.

**(A) Insured Claim Activity**

We are involved in claims and legal actions arising in the ordinary course of business. The amount of liability for these claims and lawsuits is uncertain. Revisions to our estimates are based on our analysis of subsequent information that we receive regarding various factors, including: (i) per claim information; (ii) company and industry historical loss experience; (iii) legislative enactments, judicial decisions, legal developments in the awarding of damages; and (iv) trends in general economic conditions, including the effects of inflation. Management revises its estimates based on the results of its analysis. This process assumes that experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for estimating the ultimate settlement of all claims. There is no precise method for subsequently evaluating the impact of any specific factor on the adequacy of the reserves, because the eventual redundancy or deficiency is affected by multiple factors. In the opinion of management, the ultimate disposition of these matters may have a material adverse effect on our consolidated financial position, results of operations, or liquidity.

The Company’s subsidiaries are, from time to time, named as defendants in various lawsuits incidental to their insurance operations. Legal actions relating to claims made in the ordinary course of seeking indemnification for a loss covered by the insurance policy are considered by the Company in establishing losses and LAE reserves.

The Company also faces, in the ordinary course of business, lawsuits that seek damages beyond policy limits. The Company continually evaluates potential liabilities and reserves for litigation of these types using the criteria established by FASB issued guidance. Under this guidance, reserves for a loss are recorded if the likelihood of occurrence is probable and the amount can be reasonably estimated. If a loss, while not probable, is judged to be reasonably possible, management will make an estimate of a possible range of loss or state that an estimate cannot be made. Management considers each legal action using this guidance and records reserves for losses as warranted.

**(B) Assessment Related Activity**

We operate in a regulatory environment where certain entities and organizations have the authority to require us to participate in assessments. Currently these entities and organizations include, but are not limited to, Florida Insurance Guaranty Association (“FIGA”), Citizens Property Insurance Corporation (“Citizens”), Florida Hurricane Catastrophe Fund (“FHCF”) and Florida Joint Underwriters Insurance Association (“JUA”). As a direct premium writer in the state of Florida, we are required to participate in certain insurer solvency associations under Florida Statutes Section 631.57(3) (a), administered by FIGA.

FNIC is also required to participate in an insurance apportionment plan under Florida Statutes Section 627.351, which is referred to as a JUA Plan. The JUA Plan provides for the equitable apportionment of any profits realized, or losses and expenses incurred, among participating automobile insurers. In the event of an underwriting deficit incurred by the JUA Plan which is not recovered through the policyholders in the JUA Plan, such deficit shall

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

be recovered from the companies participating in the JUA Plan in the proportion that the net direct written premiums of each such member during the preceding calendar year bear to the aggregate net direct premiums written in this state by all members of the JUA Plan. FNIC was assessed approximately \$27,000 by the JUA Plan during 2014 and nothing during 2013. Future assessments by this association are undeterminable at this time.

**(C) Operational Matters**

The Company files federal income tax returns as well as multiple state and local tax returns. The Company's consolidated federal and state income tax returns for 2010 - 2013 are open for review by the Internal Revenue Service ("IRS") and the various state taxing authorities. The Company's 2011 federal tax return was reviewed by the IRS and a "no change" report was issued indicating that the IRS is in agreement with the tax positions presented on the 2011 return. The 2013 federal and state income tax returns were timely filed by the extended filing deadline of September 15, 2014. The Company does not have any known uncertain tax positions and all tax positions are evaluated in accordance with FIN 48. Any change to or resolution of tax reserves could be material to the Company's results of operations for any period, but is not expected to be material to the Company's financial position.

The Company has recorded a net deferred tax liability of \$2.0 million as of September 30, 2014 and a net deferred tax asset of \$1.0 million as of December 31, 2013, respectively.

The calculation of current and deferred income taxes presents management's assessment of the amount of current and future taxes to be paid. The calculation of deferred tax assets and liabilities is in accordance with ASC 740. These assets and liabilities may be impacted if new information not previously available is considered in future analysis and calculations. Because of the unpredictability and complexity of these future uncertainties the ultimate resolution of the tax payment may be an amount that is materially different from the current estimate of the tax liabilities. As of September 30, 2014 the Company has recorded a net deferred tax liability of \$2.0 million. The primary reasons for the shift from a deferred tax asset to a deferred tax liability include the tax impact of the appreciation in the market value of the available-for-sale securities, the resolution of an accrued legal settlement, and the decrease in the unearned premium balance related to the ceding of 30% of policies under a homeowners quota share reinsurance agreement. Any change in circumstances leading to a change in the tax liability would be recorded in the period that the change in circumstances occurs.

Our executive offices are located at 14050 N.W. 14<sup>th</sup> Street, Suite 180, Sunrise, Florida 33323 in an 18,500 square foot office facility. Our original lease for this office space was scheduled to expire in May 2017. During March 2014, we extended our lease term to expire in August 2019 and expanded the leased premises to include an additional 13,642 square feet. All of our operations are consolidated within these facilities. We believe that the facilities are well maintained, in substantial compliance with environmental laws and regulations, and adequately covered by insurance. We also believe that these leased facilities are not unique and could be replaced, if necessary, at the end of the lease term.

The expected future payments in connection with this lease are as follows.

<u>Fiscal Year</u>	<u>Payments</u> (Dollars in Thousands)
2014	171
2015	694
2016	708
2017	722
2018	736
2019	499
Total	<u>\$ 3,530</u>

The Company is not currently involved in any material legal actions arising from the ordinary course of business that are not related to the insured claims activity.



**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

**(5) Investments**

FASB issued guidance addresses accounting and reporting for (a) investments in equity securities that have readily determinable fair values and (b) all investments in debt securities. We account for our investment securities consistent with FASB issued guidance that requires our securities to be classified into one of three categories: (i) held-to-maturity, (ii) trading securities or (iii) available-for-sale.

Investments classified as held-to-maturity include debt securities wherein the Company's intent and ability are to hold the investment until maturity and are carried at amortized cost without consideration to unrealized gains or losses. Investments classified as trading securities include debt and equity securities bought and held primarily for sale in the near term and are carried at fair value with unrealized holding gains and losses included in current period operations. Investments classified as available-for-sale include debt and equity securities that are not classified as held-to-maturity or as trading security investments and are carried at fair value with unrealized holding gains and losses excluded from earnings and reported as a separate component of shareholders' equity, namely "Other Comprehensive Income."

Total investments increased \$98.5 million, or 44.6%, to \$319.2 million as of September 30, 2014, compared with \$220.7 million as of December 31, 2013. The change is due primarily to our homeowners' gross written premium, which increased by \$99.5 million, or 63.6%, to \$255.9 million for the nine months ended September 30, 2014, compared with \$156.4 million for the nine months ended September 30, 2013. The increased homeowners' gross written premium generated additional cash available for investment, of which approximately \$59.0 million was transferred to the investment accounts during the nine months ended September 30, 2014.

The debt and equity securities that are available-for-sale and carried at fair value represent 98% and 97% of total investments as of September 30, 2014 and December 31, 2013, respectively.

We did not hold any trading investment securities during the nine months ended September 30, 2014.

The FASB issued guidance also addresses the determination as to when an investment is considered impaired, whether that impairment is other-than temporary, and the measurement of an impairment loss. The Company's policy for the valuation of temporarily impaired securities is to determine impairment based on the analysis of the following factors.

- rating downgrade or other credit event (eg., failure to pay interest when due);
- length of time and the extent to which the fair value has been less than amortized cost;
- financial condition and near term prospects of the issuer, including any specific events which may influence the operations of the issuer such as changes in technology or discontinuance of a business segment;
- prospects for the issuer's industry segment;
- intent and ability of the Company to retain the investment for a period of time sufficient to allow for anticipated recovery in market value;
- historical volatility of the fair value of the security.

Pursuant to FASB issued guidance, the Company records the unrealized losses, net of estimated income taxes that are associated with that part of our portfolio classified as available-for-sale through the shareholders' equity account titled "Other Comprehensive Income". Management periodically reviews the individual investments that comprise our portfolio in order to determine whether a decline in fair value below our cost either is other-than temporarily or permanently impaired. Factors used in such consideration include, but are not limited to, the extent and length of time over which the market value has been less than cost, the financial condition and near-term

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

prospects of the issuer and our ability and intent to keep the investment for a period sufficient to allow for an anticipated recovery in market value.

In reaching a conclusion that a security is either other-than-temporarily or permanently impaired we consider such factors as the timeliness and completeness of expected dividends, principal and interest payments, ratings from nationally recognized statistical rating organizations such as Standard and Poor's ("S&P") and Moody's Investors Service, Inc. ("Moody's"), as well as information released via the general media channels. During the nine months ended September 30, 2014 and 2013, respectively, in connection with the process, we have not charged operations with investment losses.

As of September 30, 2014 and December 31, 2013, respectively, all of our securities are in good standing and not impaired as defined by FASB issued guidance.

As of September 30, 2014 and December 31, 2013, our investments consisted primarily of corporate bonds held in various industries, municipal bonds and United States government bonds. As of September 30, 2014, 79% of our debt portfolio was in diverse industries and 21% was in United States government bonds. As of September 30, 2014, approximately 87% of our equity holdings were in equities related to diverse industries and 13% were in mutual funds. As of December 31, 2013, 83% of our debt portfolio was in diverse industries and 17% was in United States government bonds. As of December 31, 2013, approximately 91% of our equity holdings were in equities related to diverse industries and 9% were in mutual funds.

As of September 30, 2014 and December 31, 2013, we have classified \$7.4 million and \$7.2 million, respectively, of our bond portfolio as held-to-maturity. We classify bonds as held-to-maturity to support securitization of credit requirements.

During the nine months ended September 30, 2014, we did not re-classify any of our bond portfolio between available-for-sale and held-to-maturity. During the nine months ended September 30, 2013, we re-classified \$0.1 million of our bond portfolio between available-for-sale and held-to-maturity.

**(A) Debt and Equity Securities**

The following table summarizes, by type, our investments as of September 30, 2014 and December 31, 2013.

	<u>September 30, 2014</u>		<u>December 31, 2013</u>	
	Carrying <u>Amount</u>	Percent <u>of Total</u>	Carrying <u>Amount</u>	Percent <u>of Total</u>
	(Dollars in Thousands)			
Debt securities, at market:				
United States government obligations and authorities	\$ 55,643	17.43%	\$ 27,209	12.33%
Obligations of states and political subdivisions	91,641	28.71%	52,064	23.59%
Corporate	117,150	36.70%	91,941	41.66%
International	<u>10,953</u>	<u>3.43%</u>	<u>3,698</u>	<u>1.68%</u>
	<u>275,387</u>	<u>86.27%</u>	<u>174,912</u>	<u>79.26%</u>
Debt securities, at amortized cost:				
United States government obligations and authorities	4,433	1.39%	4,630	2.10%
Corporate	2,673	0.84%	2,475	1.12%
International	<u>246</u>	<u>0.08%</u>	<u>109</u>	<u>0.05%</u>
	<u>7,352</u>	<u>2.31%</u>	<u>7,214</u>	<u>3.27%</u>
Total debt securities	282,739	88.58%	182,126	82.53%
Equity securities, at market:				
	<u>36,463</u>	<u>11.42%</u>	<u>38,584</u>	<u>17.47%</u>
Total investments	<u>\$ 319,202</u>	<u>100.00%</u>	<u>\$ 220,710</u>	<u>100.00%</u>

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

The following table shows the realized gains (losses) for debt and equity securities for the three months ended September 30, 2014 and 2013.

	<u>Three Months Ended September 30,</u>			
	<u>2014</u>	<u>2014</u>	<u>2013</u>	<u>2013</u>
	Gains (Losses)	Fair Value at Sale	Gains (Losses)	Fair Value at Sale
	(Dollars in Thousands)			
Debt securities	\$ 241	\$ 16,413	\$ 202	\$ 6,183
Equity securities	<u>453</u>	<u>1,642</u>	<u>1,274</u>	<u>5,619</u>
Total realized gains	<u>694</u>	<u>18,055</u>	<u>1,476</u>	<u>11,802</u>
Debt securities	(20)	1,627	(421)	14,462
Equity securities	<u>(15)</u>	<u>118</u>	<u>(275)</u>	<u>1,471</u>
Total realized losses	<u>(35)</u>	<u>1,745</u>	<u>(696)</u>	<u>15,933</u>
Net realized gains on investments	<u>\$ 659</u>	<u>\$ 19,800</u>	<u>\$ 780</u>	<u>\$ 27,735</u>

Net realized investment gains totaled \$0.7 million for the three months ended September 30, 2014, compared with \$0.8 million during the three months ended September 30, 2013. During the three months ended September 30, 2014, the investment committee directed new invested dollars to the fixed income portfolio.

The following table shows the realized gains (losses) for debt and equity securities for the nine months ended September 30, 2014 and 2013.

	<u>Nine Months Ended September 30,</u>			
	<u>2014</u>	<u>2014</u>	<u>2013</u>	<u>2013</u>
	Gains (Losses)	Fair Value at Sale	Gains (Losses)	Fair Value at Sale
	(Dollars in Thousands)			
Debt securities	\$ 533	\$ 38,657	\$ 1,595	\$ 36,918
Equity securities	<u>4,013</u>	<u>12,595</u>	<u>2,437</u>	<u>10,063</u>
Total realized gains	<u>4,546</u>	<u>51,252</u>	<u>4,032</u>	<u>46,981</u>
Debt securities	(118)	8,333	(922)	37,493
Equity securities	<u>(381)</u>	<u>1,639</u>	<u>(630)</u>	<u>3,049</u>
Total realized losses	<u>(499)</u>	<u>9,972</u>	<u>(1,552)</u>	<u>40,542</u>
Net realized gains on investments	<u>\$ 4,047</u>	<u>\$ 61,224</u>	<u>\$ 2,480</u>	<u>\$ 87,523</u>

Net realized investment gains totaled \$4.0 million for the nine months ended September 30, 2014, compared with \$2.5 million during the nine months ended September 30, 2013. During the nine months ended September 30, 2014, the investment committee decided to increase the fixed income asset allocation by directing new invested dollars and reducing our exposure to equities.

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

A summary of the amortized cost, estimated fair value and gross unrealized gains and losses of debt and equity securities at September 30, 2014 and December 31, 2013 is as follows.

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Estimated Fair Value</u>
	(Dollars in Thousands)			
September 30, 2014				
Debt Securities - Available-For-Sale:				
United States government obligations and authorities	\$ 55,371	\$ 469	\$ 197	\$ 55,643
Obligations of states and political subdivisions	90,597	1,091	47	91,641
Corporate	115,833	1,613	296	117,150
International	10,909	57	13	10,953
	<u>\$ 272,710</u>	<u>\$ 3,230</u>	<u>\$ 553</u>	<u>\$ 275,387</u>
Debt Securities - Held-To-Maturity:				
United States government obligations and authorities	\$ 4,433	\$ 31	\$ 243	\$ 4,221
Corporate	2,673	33	2	2,704
International	246	1	1	246
	<u>\$ 7,352</u>	<u>\$ 65</u>	<u>\$ 246</u>	<u>\$ 7,171</u>
Equity securities - common stocks	<u>\$ 29,220</u>	<u>\$ 7,886</u>	<u>\$ 643</u>	<u>\$ 36,463</u>
December 31, 2013				
Debt Securities - Available-For-Sale:				
United States government obligations and authorities	\$ 27,422	\$ 186	\$ 399	\$ 27,209
Obligations of states and political subdivisions	51,883	303	122	52,064
Corporate	91,475	1,233	767	91,941
International	3,731	5	38	3,698
	<u>\$ 174,511</u>	<u>\$ 1,727</u>	<u>\$ 1,326</u>	<u>\$ 174,912</u>
Debt Securities - Held-To-Maturity:				
United States government obligations and authorities	\$ 4,630	\$ 32	\$ 326	\$ 4,336
Corporate	2,475	22	17	2,480
International	109	-	1	108
	<u>\$ 7,214</u>	<u>\$ 54</u>	<u>\$ 344</u>	<u>\$ 6,924</u>
Equity securities - common stocks	<u>\$ 29,423</u>	<u>\$ 9,436</u>	<u>\$ 275</u>	<u>\$ 38,584</u>

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

The table below reflects our unrealized investment losses by investment class, aged for length of time in a continuous unrealized loss position as of September 30, 2014.

	<u>Unrealized Losses</u>	<u>Less than 12 months</u>	<u>12 months or longer</u>
	(Dollars in Thousands)		
Debt securities:			
United States government obligations and authorities	\$ 197	\$ 89	\$ 108
Obligations of states and political subdivisions	47	39	8
Corporate	296	188	108
International	13	13	-
	<u>553</u>	<u>329</u>	<u>224</u>
Equity securities:			
Common stocks	<u>643</u>	<u>614</u>	<u>29</u>
Total debt and equity securities	<u>\$ 1,196</u>	<u>\$ 943</u>	<u>\$ 253</u>

The table below reflects our unrealized investment losses by investment class, aged for length of time in a continuous unrealized loss position as of December 31, 2013.

	<u>Unrealized Losses</u>	<u>Less than 12 months</u>	<u>12 months or longer</u>
	(Dollars in Thousands)		
Debt securities:			
United States government obligations and authorities	\$ 399	\$ 391	\$ 8
Obligations of states and political subdivisions	122	122	-
Corporate	767	761	6
International	38	38	-
	<u>1,326</u>	<u>1,312</u>	<u>14</u>
Equity securities:			
Common stocks	<u>275</u>	<u>148</u>	<u>127</u>
Total debt and equity securities	<u>\$ 1,601</u>	<u>\$ 1,460</u>	<u>\$ 141</u>

Below is a summary of debt securities at September 30, 2014 and December 31, 2013, by contractual or expected maturity periods. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	<u>September 30, 2014</u>		<u>December 31, 2013</u>	
	<u>Amortized Cost</u>	<u>Estimated Fair Value</u>	<u>Amortized Cost</u>	<u>Estimated Fair Value</u>
	(Dollars in Thousands)			
Due in one year or less	\$ 13,702	\$ 13,734	\$ 5,161	\$ 5,181
Due after one through five years	176,615	177,950	113,027	113,561
Due after five through ten years	89,719	90,841	62,656	62,220
Due after ten years	<u>26</u>	<u>33</u>	<u>881</u>	<u>874</u>
Total	<u>\$ 280,062</u>	<u>\$ 282,558</u>	<u>\$ 181,725</u>	<u>\$ 181,836</u>

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

United States Treasury notes with a book value of \$61,727 and \$2,220,344, maturing in 2016 and 2022, respectively, were on deposit with the Florida OIR as of September 30, 2014, as required by law for FNIC, and are included with other investments held until maturity.

United States Treasury notes with a book value of \$62,490 and \$2,193,814, maturing in 2016 and 2022, respectively, were on deposit with the Florida OIR as of December 31, 2013, as required by law for FNIC, and are included with other investments held until maturity.

The table below sets forth investment results for the three months ended September 30, 2014 and 2013.

	<u>Three Months Ended September 30,</u>	
	<u>2014</u>	<u>2013</u>
	(Dollars in Thousands)	
Interest on debt securities	\$ 1,328	\$ 691
Dividends on equity securities	121	108
Interest on cash and cash equivalents	<u>1</u>	<u>1</u>
Total investment income	<u>\$ 1,450</u>	<u>\$ 800</u>
Net realized gains	<u>\$ 659</u>	<u>\$ 780</u>

Proceeds from sales, pay downs and maturities of debt securities and proceeds from sales of equity securities during the three months ended September 30, 2014 and 2013, were approximately \$21.8 million and \$28.7 million, respectively.

The table below sets forth investment results for the nine months ended September 30, 2014 and 2013.

	<u>Nine Months Ended September 30,</u>	
	<u>2014</u>	<u>2013</u>
	(Dollars in Thousands)	
Interest on debt securities	\$ 3,432	\$ 2,059
Dividends on equity securities	324	320
Interest on cash and cash equivalents	<u>2</u>	<u>3</u>
Total investment income	<u>\$ 3,758</u>	<u>\$ 2,382</u>
Net realized gains	<u>\$ 4,047</u>	<u>\$ 2,480</u>

Proceeds from sales, pay downs and maturities of debt securities and proceeds from sales of equity securities during the nine months ended September 30, 2014 and 2013, were approximately \$65.9 million and \$93.1 million, respectively.

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

The table below sets forth a summary of net realized investment gains (losses) during the three months ended September 30, 2014 and 2013.

	<u>Three Months Ended September 30,</u>	
	<u>2014</u>	<u>2013</u>
	<u>(Dollars in Thousands)</u>	
Net realized gains (losses)		
Debt securities	\$ 221	\$ (219)
Equity securities	<u>438</u>	<u>999</u>
 Total	 <u>\$ 659</u>	 <u>\$ 780</u>

The table below sets forth a summary of net realized investment gains during the nine months ended September 30, 2014 and 2013.

	<u>Nine Months Ended September 30,</u>	
	<u>2014</u>	<u>2013</u>
	<u>(Dollars in Thousands)</u>	
Net realized gains		
Debt securities	\$ 415	\$ 673
Equity securities	<u>3,632</u>	<u>1,807</u>
 Total	 <u>\$ 4,047</u>	 <u>\$ 2,480</u>

The table below sets forth a summary of net unrealized investment gains as of September 30, 2014 and December 31, 2013.

	<u>Unrealized Gains</u>	
	<u>September 30, 2014</u>	<u>December 31, 2013</u>
	<u>(Dollars in Thousands)</u>	
Net unrealized gains		
Debt securities	\$ 2,677	\$ 401
Equity securities	<u>7,243</u>	<u>9,161</u>
 Total	 <u>\$ 9,920</u>	 <u>\$ 9,562</u>

**(6) Fair Value Disclosure**

In April 2009, the FASB issued accounting guidance that if an entity determines that either the volume and/or level of activity for an investment security has significantly decreased (from normal conditions for that investment security) or price quotations or observable inputs are not associated with orderly transactions, increased analysis and management judgment will be required to estimate fair value. This guidance was effective for interim and annual periods ending after June 15, 2009, with early adoption permitted. This guidance was applied prospectively. The adoption of this guidance did not have an impact on our financial condition, results of operations or cash flows.

In October 2008, the FASB issued accounting guidance to clarify the application of GAAP in determining fair value of financial instruments in a market that is not active. The guidance was effective upon issuance, including prior periods for which financial statements had not been issued. Our adoption of this guidance did not have a material effect on our financial position, results of operations or cash flows.

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

In September 2006, FASB issued accounting guidance that defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for an asset or liability in an orderly transaction between market participants on the measurement date. This guidance also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The guidance also categorizes assets and liabilities at fair value into one of three different levels depending on the observation of the inputs employed in the measurement, as follows.

Level 1 — inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets. A quoted price for an identical asset or liability in an active market provides the most reliable fair value measurement because it is directly observable to the market.

Level 2 — inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs are observable for an asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 — inputs to the valuation methodology are unobservable and significant to the fair value measurement.

**Securities available-for-sale:** The fair value of securities available-for-sale is determined by obtaining quoted prices on nationally recognized security exchanges.

Assets measured at fair value on a recurring basis as of September 30, 2014, presented in accordance with this guidance, are as follows.

	<u>Level 1</u>	<u>As of September 30, 2014</u>		<u>Total</u>
		<u>Level 2</u>	<u>Level 3</u>	
		(Dollars in Thousands)		
Debt securities:				
United States government obligations and authorities	\$ -	\$ 55,643	\$ -	\$ 55,643
Obligations of states and political subdivisions	-	91,641	-	91,641
Corporate	-	117,150	-	117,150
International	-	10,953	-	10,953
	<u>-</u>	<u>275,387</u>	<u>-</u>	<u>275,387</u>
Equity securities:				
Common stocks	<u>36,463</u>	<u>-</u>	<u>-</u>	<u>36,463</u>
	<u>36,463</u>	<u>-</u>	<u>-</u>	<u>36,463</u>
Total debt and equity securities	<u>\$ 36,463</u>	<u>\$ 275,387</u>	<u>\$ -</u>	<u>\$ 311,850</u>



**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

Assets measured at fair value on a recurring basis as of December 31, 2013, presented in accordance with this guidance, are as follows.

	<u>Level 1</u>	<u>As of December 31, 2013</u>		<u>Total</u>
		<u>Level 2</u>	<u>Level 3</u>	
	(Dollars in Thousands)			
Debt securities:				
United States government obligations and authorities	\$ -	\$ 27,209	\$ -	\$ 27,209
Obligations of states and political subdivisions	-	52,064	-	52,064
Corporate	-	91,941	-	91,941
International	-	3,698	-	3,698
	<u>-</u>	<u>174,912</u>	<u>-</u>	<u>174,912</u>
Equity securities:				
Common stocks	<u>38,584</u>	<u>-</u>	<u>-</u>	<u>38,584</u>
	<u>38,584</u>	<u>-</u>	<u>-</u>	<u>38,584</u>
Total debt and equity securities	<u>\$ 38,584</u>	<u>\$ 174,912</u>	<u>\$ -</u>	<u>\$ 213,496</u>

**(7) Reinsurance Agreements**

Financing risk generally involves a combination of risk retention and risk transfer techniques. "Retention", similar to a deductible, involves financing losses by funds internally generated. "Transfer" involves the existence of a contractual arrangement designed to shift financial responsibility to another party in exchange for premium. Secondary to the primary risk-transfer agreements, we use reinsurance agreements to transfer a portion of the risks insured under our policies to other companies through the purchase of reinsurance. We utilize reinsurance to reduce exposure to catastrophic and non-catastrophic risks and to help manage the cost of capital. Reinsurance techniques are designed to lessen earnings volatility, improve shareholder return, and to support the required statutory surplus requirements. We also use reinsurance to realize an arbitrage of premium rates, benefit from the availability of our reinsurers' expertise, and benefit from the management of a profitable portfolio of insureds by way of enhanced analytical capacities. Our primary property line that is subject to catastrophic reinsurance is Homeowners' Multiple Peril. FNIC cedes these risks to domestic and foreign reinsurance participants from Bermuda and Europe as well as to the FHCF.

Quota share reinsurance is a pro rata agreement among the primary insurer and one or more reinsurers where each party shares a fixed and predetermined percentage of the program's premiums and losses. Excess of loss risk transfer agreements involve the transfer of premium in exchange for reimbursement for claims, if they occur, as a result of specific events such as severe catastrophic weather. For quota share and excess of loss reinsurance, coverage is generally afforded based on meeting predetermined risk characteristics. In contrast, facultative reinsurance is negotiated between the primary insurer and the reinsurer(s) on a case-by-case basis with no obligation on either part to cede or assume share in the risk.

Our reinsurance structures are maintained to protect our insurance subsidiary against the severity of losses on individual claims or unusually serious occurrences in which the frequency and or the severity of claims produce an aggregate extraordinary loss from catastrophic events. In addition to reinsurance agreements, we also from time to time enter into retro-cessionary reinsurance agreements; each designed to shift financial responsibility based on predefined conditions.

Although reinsurance does not discharge us from our primary obligation to pay for losses insured under the policies we issue, reinsurance does make the assuming reinsurer liable to the insurance subsidiary for the reinsured portion of the risk. A credit risk exposure exists with respect to ceded losses to the extent that any reinsurer is unable

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

or unwilling to meet the obligations assumed under the reinsurance contracts. The collectability of reinsurance is subject to the solvency of the reinsurers, interpretation of contract language and other factors. A reinsurer's insolvency or inability to make payments under the terms of a reinsurance contract could have a material adverse effect on our results of operations and financial condition. Our reinsurance structure has significant risks, including the fact that the FHCF may not be able to raise sufficient money to pay its claims or impair its ability to pay its claims in a timely manner. This could result in significant financial, legal and operational challenges to all property and casualty companies associated with FHCF, including our company.

The availability and costs associated with the acquisition of reinsurance will vary year to year. These fluctuations, which can be significant, are not subject to our control and may limit our ability to purchase adequate coverage. For example, FHCF continues to restrict its reinsurance capacity and is expected to continue constricting capacity for future seasons. This gradual restriction is requiring us to replace that capacity with private market reinsurance. Our reinsurance program is subject to approval by the Florida OIR and review by Demotech, Inc. ("Demotech"). The recovery of increased reinsurance costs through rate action is not immediate and cannot be presumed and is subject to Florida OIR approval.

For the 2014–2015 hurricane season, the excess of loss and FHCF treaties insured the property lines for approximately \$1.49 billion of aggregate catastrophic losses and LAE with a maximum single event coverage totaling approximately \$1.00 billion, with the Company retaining the first \$7.0 million in Florida and \$3.0 million in Louisiana for losses and LAE from each event. Florida risks represent 98.5%, or \$1.46 billion of the \$1.49 billion of total aggregate catastrophic losses and LAE. The reinsurance program includes coverage purchased from the private market, which affords optional reinstatement premium protection that provides coverage beyond the first event, along with any remaining coverage from the FHCF. The FHCF only affords coverage for losses sustained in Florida. Coverage afforded by the FHCF totals approximately \$546.3 million, or 37.4% of Florida's \$1.46 billion of aggregate catastrophic losses and LAE. The FHCF affords coverage for the entire season, subject to maximum payouts, without regard to any particular insurable event.

The estimated cost to the Company for the excess of loss reinsurance products for the 2014–2015 hurricane season, inclusive of approximately \$41.0 million payable to the FHCF and the prepaid automatic premium reinstatement protection, is approximately \$117.4 million.

Included in this year's program is a 30% quota share reinsurance treaty for the Company's in-force new and renewal homeowners' insurance program in the State of Florida. This two-year quota share reinsurance treaty provides 30% of \$200 million of aggregate catastrophe coverage per year with maximum single event coverage of 30% of \$100 million per year. The approximate cost of this quota share is projected to be \$6.7 million per year, net of ceding commissions, and it is included in the \$117.4 million amount referenced above. The quota share treaty contains commutation provisions for the Company to share profits based on loss experience during the term of the treaty.

The 30% quota share reinsurance treaty described above contains profit sharing provisions that will adjust over its two-year term depending on the Company's loss experience from catastrophic and non-catastrophic events during the term. The frequency and severity of catastrophic events, coupled with non-catastrophic loss experience, will determine the ultimate profit share, if any. In accordance with GAAP, the Company will initially recognize an asset and liability and the resultant net income or loss. For example, deferred quota-share profit sharing totaled \$12.3 million as of September 30, 2014. The deferred quota-share profit sharing was originally recorded at \$14.0 million at the program's July 1, 2014 inception and will continue to amortize over the life of the program. Subsequently, the Company will adjust the value of the asset and liability based on information available at the time of valuation. Upward and downward adjustments to the asset's value will affect the Company's results of operations by increasing or decreasing net income in the period of the adjustment.

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

The 2014-2015 private reinsurance companies and their respective A.M. Best Company (“A.M. Best”) and S&P ratings are listed in the table as follows.

<u>Reinsurer</u>	<u>A.M. Best Rating</u>	<u>S&amp;P Rating</u>
<b>UNITED STATES</b>		
American Agricultural Insurance Company	A-	NR
American Standard Insurance Company of Wisconsin	A	NR
AIG (National Union Fire Insurance Company of Pittsburgh, PA)	A	A+
Everest Reinsurance Company	A+	A+
Odyssey Reinsurance Company	A	A-
QBE Reinsurance Corporation	A	A+
RLI Insurance Company	A+	A+
Transatlantic Reinsurance Company	A	A+
<b>BERMUDA</b>		
ACE Tempest Reinsurance Limited	A++	AA-
Allied World Assurance Company, Limited	A	A
Arch Reinsurance Limited	A+	A+
Argo Reinsurance Limited	A	NR
Ariel Reinsurance Bermuda Ltd for and on Behalf of Ariel Syndicate 1910 (ARE)	A-	A+
Aspen Bermuda Limited	A	A
AXIS Specialty Limited	A+	A+
BGS Services (Bermuda) Limited/Lloyds Syndicate 2987	A	A+
DaVinci Reinsurance Ltd	A	AA-
Endurance Specialty Insurance Limited	A	A
Hamilton Re, Limited	A-	NR
Hiscox Insurance Company (Bermuda) Limited	A	NR
Partner Reinsurance Company Limited	A+	A+
Platinum Underwriters Bermuda Limited	A	A-
Renaissance Reinsurance, Limited	A+	AA-
Securis Re III Limited Bermuda	NR	* ** NR
Securis Re IV Limited Bermuda	NR	* ** NR
Tokio Millennium Re AG, Bermuda Branch	A++	AA-
XL RE Limited	A	A+
<b>UNITED KINGDOM</b>		
A.F. Beazley Syndicate No. 623 (AFB)	A	A+
A.F. Beazley Syndicate No. 2623 (AFB)	A	A+
Amlin Syndicate No. 2001 (AML)	A	A+
Antares Syndicate No. 1274 (AUL)	A	A+
Ariel Syndicate No. 1910 (ARE)	A	A+
ARK Syndicate No. 4020 (ARK)	A	A+
Ascot Syndicate No. 1414 (ASC)	A	A+
Barbican Syndication No. 1955 (BAR)	A	A+
Canopus Syndicate No. 958 (CNP)	A	A+
Canopus Syndicate No. 4444 (CNP)	A	A+
Cathedral Syndicate No. 2010 (MMX)	A	A+
Chaucer Syndicate No. 1084 (CSL)	A	A+
Dale Underwriting Syndicate No. 1729 (DUW)	A	A+
Faraday Syndicate No. 435 (FDY)	A	A+
Hiscox Syndicate No. 0033 (HIS)	A	A+
Kiln Syndicate No. 510 (KLN)	A	A+
Liberty Syndicates Services Limited, Paris for and on behalf of Lloyd's Syndicate No. 4472 (LIB)	A	A+
MAP Underwriting Syndicate No. 2791 (MAP)	A	A+
MAP Underwriting Syndicate No. 2791 (Parallel) (MAP)	A	A+
Novae Syndicate No. 2007 (NVA)	A	A+
S.J.O, Catlin & Others No. 2003 (SJC)	A	A+
<b>EUROPE</b>		
Amlin AG, Switzerland, Bermuda Branch	A	A
Hannover Rueck SE (obo Pillar Capital Management)	NR	* ** NR
Lansforsakringar Sak Forsakringsaktiebolag (publ)	NR	A
SCOR Global P&C SE, Paris, Zurich Branch	A	A
<b>ASIA</b>		
China Reinsurance (Group) Corporation	A	NR
Qatar Reinsurance Company LLC	A	A
* Reinstatement Premium Protection Program Participants		
** Participant will fund a trust agreement for their exposure with cash and U.S. Government obligations of American institutions at fair market value.		

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

For the 2013–2014 hurricane season, the excess of loss and FHCF treaties insured the property lines for approximately \$562.7 million of aggregate catastrophic losses and LAE with a maximum single event coverage totaling approximately \$420.4 million, with the Company retaining the first \$7.0 million of losses and LAE for each event. The reinsurance program includes coverage purchased from the private market, which affords optional reinstatement premium protection that provides coverage beyond the first event, along with any remaining coverage from the FHCF. Coverage afforded by the FHCF totals approximately \$278.1 million, or 49.4% of the \$562.7 million of aggregate catastrophic losses and LAE. The FHCF affords coverage for the entire season, subject to maximum payouts, without regard to any particular insurable event.

The estimated cost to the Company for the excess of loss reinsurance products for the 2013-2014 hurricane season, inclusive of approximately \$21.7 million payable to the FHCF and the prepaid automatic premium reinstatement protection, is approximately \$67.9 million.

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

The 2013-2014 private reinsurance companies and their respective A.M. Best and S&P ratings are listed in the table as follows.

<u>Reinsurer</u>	<u>A.M. Best Rating</u>	<u>S&amp;P Rating</u>
<b>UNITED STATES</b>		
American Agricultural Insurance Company	A-	NR
Everest Reinsurance Company	A+	A+
Houston Casualty Company, UK Branch	A	A+
Odyssey Reinsurance Company	A	A-
<b>BERMUDA</b>		
ACE Tempest Reinsurance Limited	A+	AA-
Allied World Assurance Company Limited, Bermuda	A	A
Arch Reinsurance Limited	A+	A+
Argo Reinsurance Limited	A	NR
Ariel Reinsurance Bermuda Ltd for and on Behalf of Ariel Syndicate 1910 (ARE)	A-	NR
DaVinci Reinsurance Ltd	A	A+
Endurance Specialty Insurance Limited	A	A
JC Re Ltd. (aka Pillar Capital and fka Juniperus & Actua Re Ltd.)	NR	* ** NR
Partner Reinsurance Company Limited	A+	A+
Platinum Underwriters Bermuda Limited	A	A-
Renaissance Reinsurance Ltd	A+	AA-
S.A.C. Re, Ltd.	A-	NR
XL Re Limited	A	A
<b>UNITED KINGDOM</b>		
A.F. Beazley Syndicate No. 623 (AFB)	A	A+
A.F. Beazley Syndicate No. 2623 (AFB)	A	A+
Amlin Syndicate No. 2001 (AML)	A	A+
Ariel Syndicate No. 1910 (ARE)	A	A+
ARK Syndicate No. 3902 (NOA)	A	A+
Ascot Syndicate No. 1414 (ASC)	A	A+
Barbican Syndication No. 1955 (BAR)	A	A+
Canopus Syndicate No. 958 (CNP)	A	A+
Canopus Syndicate No. 4444 (CNP)	A	A+
Cathedral Syndicate No. 2010 (MMX)	A	A+
Kiln Syndicate No. 510 (KLN)	A	A+
Liberty Syndicates Services Limited, Paris for and on behalf of Lloyd's Syndicate No. 4472 (LIB)	NR	A+
MAP Underwriting Syndicate No. 2791 (MAP)	A	A+
MAP Underwriting Syndicate No. 2791 (Parallel) (MAP)	A	A+
Novae Syndicate No. 2007 (NVA)	A	A+
Pembroke Syndicate No. 4000 (PEM)	A	A+
Tokio Marine Kiln Syndicate No. 1880 (TMK)	A	A+
<b>EUROPE</b>		
Amlin Bermuda (Branch of Amlin AG)	A	A
SCOR Global P&C SE	A	A
* Reinstatement Premium Protection Program Participants		
** Participant will fund a trust agreement for their exposure with cash and U.S. Government obligations of American institutions at fair market value.		

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

Annually, the cost and amounts of reinsurance are based on management's analysis of FNIC's exposure to catastrophic risk as of June 30 and estimated to September 30. Our data is then subjected to actual exposure level analysis as of September 30. This analysis of our exposure level in relation to the total exposures to the FHCF and excess of loss treaties may produce changes in limits and reinsurance premiums as a result of the reconciliation of estimated to actual exposure level. The September 30, 2014 change to total insured value was an increase of \$5.4 billion or 8.2% and the change to reinsurance premiums are not yet available. The September 30, 2013 change to total insured value was an increase of \$8.7 billion or 25.3% and the change to reinsurance premiums was an increase of \$8.3 million or 13.3%. These adjustments are amortized over the remaining underlying policy term.

To date, we have made no claims asserted against our reinsurers in connection with the 2014–2015 and 2013–2014 excess of loss and FHCF treaties.

The quota share retrocessionaire reinsurance agreements require FNIC to securitize credit, regulatory and business risk. Fully funded trust agreements totaled \$4.8 million and \$4.9 million as of September 30, 2014 and December 31, 2013.

We are selective in choosing reinsurers and consider numerous factors, the most important of which are the financial stability of the reinsurer, their history of responding to claims and their overall reputation. In an effort to minimize our exposure to the insolvency of a reinsurer, we evaluate the acceptability and review the financial condition of the reinsurer at least annually.

**(8) Unpaid losses and LAE**

The liability for unpaid losses and LAE is determined on an individual-case basis for all incidents reported. The liability also includes amounts for unallocated expenses, anticipated future claim development and Incurred but Not Yet Reported (“IBNR”).

Activity in the liability for unpaid losses and LAE is summarized as follows.

	<u>Period Ending</u>	
	<u>September 30, 2014</u>	<u>December 31, 2013</u>
	(Dollars in Thousands)	
Balance at January 1	\$ 61,016	\$ 49,908
Less reinsurance recoverables	<u>(2,742)</u>	<u>(3,503)</u>
Net balance at January 1	<u>\$ 58,274</u>	<u>\$ 46,405</u>
Incurred related to		
Current year	\$ 56,818	\$ 56,209
Prior years	<u>3,658</u>	<u>201</u>
Total incurred	<u>\$ 60,476</u>	<u>\$ 56,410</u>
Paid related to		
Current year	\$ 24,153	\$ 22,695
Prior years	<u>30,723</u>	<u>21,846</u>
Total paid	<u>\$ 54,876</u>	<u>\$ 44,541</u>
Net balance at period end	\$ 63,874	\$ 58,274
Plus reinsurance recoverables	<u>9,235</u>	<u>2,742</u>
Balance as of period end	<u>\$ 73,109</u>	<u>\$ 61,016</u>

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

Based upon consultations with our independent actuarial consultants, we believe that the liability for unpaid losses and LAE is adequate to cover all claims and related expenses that may arise from incidents reported.

Our review of the liability for losses and LAE includes a re-evaluation of the adequacy of reserve levels for prior year's claims. We increased the liability for losses and LAE for claims occurring in prior years by \$3.7 million during the nine months ended September 30, 2014. This development is attributable to adverse decisions on matters beyond the insurance company policy limits. These matters are resolved and further development is unlikely. We increased the liability for losses and LAE for claims occurring in prior years by \$0.2 million during the year ended December 31, 2013.

We continue to revise our estimates of the ultimate financial impact of claims made resulting from past storms. The revisions to our estimates are based on our analysis of subsequent information that we receive regarding various factors, including: (i) per claim information; (ii) Company and industry historical loss experience; (iii) legislative enactments, judicial decisions, legal developments in the awarding of damages, and (iv) trends in general economic conditions, including the effects of inflation.

**(9) Stock Compensation Plans**

We implemented a stock option plan in 1998 (the "1998 Plan"), which expired in September 2008. Under this plan, we were authorized to grant options to purchase up to 900,000 common shares, and as of September 30, 2014 and December 31, 2013, we had outstanding exercisable options to purchase zero and 3,000 shares, respectively.

We implemented a stock option plan in 2002 (the "2002 Plan"), which expired in April 2012. Under this plan, we were authorized to grant options to purchase up to 1,800,000 common shares, and as of September 30, 2014 and December 31, 2013, we had outstanding exercisable options to purchase 250,303 and 523,521 shares, respectively.

In April 2012, our Board of Directors adopted, and in September 2012 our shareholders approved, the Company's 2012 Stock Incentive Plan (the "2012 Plan"). The 2012 Plan permits the issuance of up to 1,000,000 shares of our common stock, subject to adjustment as provided for in the 2012 Plan, in connection with the grant of a variety of equity incentive awards, such as incentive stock options, non-qualified stock options, stock appreciation rights, dividend equivalent rights, restricted stock, restricted stock units, and performance shares. Officers, directors and executive, managerial, administrative and professional employees of the Company and its subsidiaries are eligible to participate in the 2012 Plan. Awards may be granted singly, in combination, or in tandem. The 2012 Plan was amended and restated in March 2013 to clarify the plan administrator's authority to permit the vesting of unvested restricted shares in the event of the death of the grantee. The 2012 Plan will expire on April 5, 2022.

On March 4, 2013, a total of 100,000 restricted shares from the 2012 Plan were granted pursuant to the vesting requirements and other terms and conditions set forth in restricted stock agreements. Of the total, 25,000 shares were granted to the Company's Chief Executive Officer and President and 15,000 shares were granted to the Company's Chief Financial Officer. An aggregate of 20,000 shares were granted to the Company's directors and the remaining 40,000 shares were granted to other employees of the Company.

On August 5, 2013, a total of 150,000 restricted shares from the 2012 Plan were granted pursuant to the vesting requirements and other terms and conditions set forth in restricted stock agreements. Of the total, 100,000 shares were granted to the Company's Chief Executive Officer and President and 50,000 shares were granted to the Company's Chief Financial Officer.

On March 4, 2014, a total of 88,648 restricted shares from the 2012 Plan were granted pursuant to the vesting requirements and other terms and conditions set forth in restricted stock agreements. Of the total, 43,997 shares were granted to the Company's Chief Executive Officer and President and 16,341 shares were granted to the Company's Chief Financial Officer. An aggregate of 15,710 shares were granted to the Company's directors and the remaining 12,600 shares were granted to other employees of the Company.

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

On September 9, 2014, a total of 130,000 restricted shares from the 2012 Plan were granted pursuant to the vesting requirements and other terms and conditions set forth in restricted stock agreements. Of the total, 45,000 shares were granted to the Company's Chief Executive Officer and President and 15,000 shares were granted to the Company's Chief Financial Officer. An aggregate of 50,000 shares were granted to the Company's directors and the remaining 20,000 shares were granted to other employees of the Company.

FASB issued guidance requires that when valuing an employee stock option under the Black-Scholes option pricing model, the fair value be based on the option's expected term and expected volatility rather than the contractual term. The estimate of the fair value on the grant date should reflect the assumptions marketplace participants now use on the date of the measurement (i.e. grant date). During 2011, management changed the expected term in the Black -Scholes option pricing model from four years to two years for new options granted. Management believes that share price volatility over the last two years is more indicative of future share price volatility. The change has had an immaterial impact on the financial statements.

Activity in our stock option and incentive plans for the period from January 1, 2012 to September 30, 2014 is as follows.

	1998 Plan		2002 Plan		2012 Plan	
	Number of Shares	Weighted Average Option Exercise Price	Number of Shares	Weighted Average Option Exercise Price	Number of Shares	Fair Market Value at Grant
Outstanding at January 1, 2012	89,750	\$ 12.83	624,700	\$ 6.15	-	\$ -
Granted	-	\$ -	181,500	\$ 4.40	-	\$ -
Exercised	-	\$ -	(33,104)	\$ 3.86	-	\$ -
Cancelled	(11,250)	\$ 13.54	(70,499)	\$ 12.45	-	\$ -
Outstanding at January 1, 2013	78,500	\$ 12.73	702,597	\$ 5.17	-	\$ -
Granted	-	\$ -	-	\$ -	250,000	\$ 8.23
Exercised	(500)	\$ 8.67	(165,577)	\$ 7.15	-	\$ -
Cancelled	(75,000)	\$ 12.92	(13,499)	\$ 5.41	(500)	\$ 5.54
Outstanding at January 1, 2014	3,000	\$ 8.67	523,521	\$ 4.54	249,500	\$ 8.24
Granted	-	\$ -	-	\$ -	218,648	\$ 21.66
Exercised	(3,000)	\$ 8.67	(268,984)	\$ 5.31	(68,988)	\$ 18.67
Cancelled	-	\$ -	(4,234)	\$ 3.50	(846)	\$ 7.73
Outstanding at September 30, 2014	-	\$ -	250,303	\$ 3.73	398,314	\$ 13.80

Options outstanding as of September 30, 2014 are exercisable as follows.

Options Exercisable at:	1998 Plan		2002 Plan	
	Number of Shares	Weighted Average Option Exercise Price	Number of Shares	Weighted Average Option Exercise Price
September 30, 2014	-	\$ -	181,603	\$ 3.73
December 31, 2014	-	\$ -	1,000	\$ 3.73
December 31, 2015	-	\$ -	67,700	\$ 3.73
December 31, 2016	-	\$ -	-	\$ 3.73
December 31, 2017	-	\$ -	-	\$ 3.73
December 31, 2018	-	\$ -	-	\$ 3.73
Thereafter	-	\$ -	-	\$ 3.73
Total options exercisable	-		250,303	



**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

Upon the exercise of options, the Company issues authorized shares.

Prior to January 1, 2006, we accounted for the plans under the recognition and measurement provisions of stock-based compensation using the intrinsic value method prescribed by the APB and related Interpretation, as permitted by FASB issued guidance. Under these provisions, no stock-based employee compensation cost was recognized in the Statement of Operations as all options granted under those plans had an exercise price equal to or less than the market value of the underlying common stock on the date of grant.

Effective January 1, 2006, the Company adopted the fair value recognition provisions of FASB issued guidance using the modified-prospective-transition method. Under that transition method, compensation costs recognized during 2014 and 2013 include the following.

- Compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of FASB issued guidance, and
- Compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant-date fair-value estimated in accordance with the provisions of FASB issued guidance. Results for prior periods have not been restated, as they are not required to be by the pronouncement.

As a result of adopting FASB issued guidance on January 1, 2006, the Company's income from continuing operations before provision for income tax expense and net income for the three months ended September 30, 2014 are lower by approximately \$367,000 and \$228,000, respectively, than if it had continued to account for share-based compensation under APB guidance. The Company's income from continuing operations before provision for income tax expense and net income for the three months ended September 30, 2013 are lower by approximately \$132,000 and \$82,000, respectively, than if it had continued to account for share-based compensation under APB guidance.

As a result of adopting FASB issued guidance on January 1, 2006, the Company's income from continuing operations before provision for income tax expense and net income for the nine months ended September 30, 2014 are lower by approximately \$831,000 and \$518,000, respectively, than if it had continued to account for share-based compensation under APB guidance. The Company's income from continuing operations before provision for income tax expense and net income for the nine months ended September 30, 2013 are lower by approximately \$287,000 and \$179,000, respectively, than if it had continued to account for share-based compensation under APB guidance.

Basic and diluted earnings per share for the three months ended September 30, 2014 would have been \$0.59 and \$0.58, respectively, if the Company had not adopted FASB issued guidance, compared with reported basic and diluted earnings per share of \$0.57 and \$0.56, respectively. Basic and diluted earnings per share for the three months ended September 30, 2013 would have been \$0.42 and \$0.40, respectively, if the Company had not adopted FASB issued guidance, compared with reported basic and diluted earnings per share of \$0.41 and \$0.39, respectively.

Basic and diluted earnings per share for the nine months ended September 30, 2014 would have been \$2.39 and \$2.32, respectively, if the Company had not adopted FASB issued guidance, compared with reported basic and diluted earnings per share of \$2.35 and \$2.28, respectively. Basic and diluted earnings per share for the nine months ended September 30, 2013 would have been \$1.04 and \$1.01, respectively, if the Company had not adopted FASB issued guidance, compared with reported basic and diluted earnings per share of \$1.02 and \$0.99, respectively.

Because the change in income taxes payable includes the effect of excess tax benefits, those excess tax benefits also must be shown as a separate operating cash outflow so that operating cash flows exclude the effect of excess tax benefits. FASB issued guidance requires the cash flows resulting from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) to be classified as financing cash flows.

**Federated National Holding Company**  
**Notes to Condensed Consolidated Financial Statements**

Summary information about the Company's stock option plans at September 30, 2014 is as follows.

	<u>Range of Exercise Price</u>	<u>Outstanding at September 30, 2014</u>	<u>Weighted Average Contractual Periods in Years</u>	<u>Weighted Average Exercise Price</u>	<u>Exercisable at September 30, 2014</u>
1998 Plan	\$ -	-	-	\$ -	-
2002 Plan	\$2.45 - \$4.59	250,303	6.56	\$3.73	181,603

**(10) Stockholders' Equity**

**Capital Stock**

The Company's authorized capital consists of 1,000,000 shares of preferred stock, par value \$0.01 per share, and 25,000,000 shares of common stock, par value \$0.01 per share. As of September 30, 2014, there were no preferred shares issued or outstanding and there were 13,594,962 shares of common stock outstanding.

**(11) Subsequent Events**

Operations to selectively distribute homeowners' insurance to targeted coastal counties in Alabama began in October of 2014. These operations, in conjunction with the on-going homeowners' operations in Florida and Louisiana, reflect FNIC's intentions to manage a well-balanced regional portfolio of homeowners' risks.

## Federated National Holding Company

*General information about Federated National Holding Company can be found at [www.FedNat.com](http://www.FedNat.com); however, the information that can be accessed through our web site is not part of our report. We make our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports filed or furnished pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934 available free of charge on our web site, as soon as reasonably practicable after they are electronically filed with the SEC.*

### Item 2

#### Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion in conjunction with our condensed consolidated financial statements and related notes and information included under this Item 2 and elsewhere in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 17, 2014 ("Form 10-K"). Unless the context requires otherwise, as used in this Form 10-Q, the terms "FNHC" "Company," "we," "us" and "our," refers to Federated National Holding Company and its subsidiaries. We changed our name on September 11, 2012, pursuant to approval received at our annual shareholders' meeting, from 21st Century Holding Company so that our parent company and other subsidiary companies' names are consistent with our primary insurance subsidiary and the name under which we have been writing insurance for more than 20 years.

#### Forward-Looking Statements

Statements in this Quarterly Report on Form 10-Q for the three months ended September 30, 2014 ("Form 10-Q") or in documents that are incorporated by reference that are not historical fact are forward-looking statements that are subject to certain risks and uncertainties that could cause actual events and results to differ materially from those discussed herein. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "would," "estimate," or "continue" or the negative other variations thereof or comparable terminology are intended to identify forward-looking statements. The risks and uncertainties include, without limitation, uncertainties related to estimates, assumptions and projections relating to unpaid losses and loss adjustment expenses ("LAE") and other accounting policies, losses from the nine hurricanes that occurred in fiscal years 2005 and 2004 and in other estimates, assumptions and projections contained in this Form 10-Q; inflation and other changes in economic conditions (including changes in interest rates and financial markets); the impact of new regulations adopted in Florida which affect the property and casualty insurance market; the costs of reinsurance, assessments charged by various governmental agencies; pricing competition and other initiatives by competitors; our ability to obtain regulatory approval for requested rate changes and the timing thereof; legislative and regulatory developments; the outcome of various litigation matters pending against us, including the terms of any settlements; risks related to the nature of our business; dependence on investment income and the composition of our investment portfolio; the adequacy of our liability for loss and loss adjustment expense; insurance agents; claims experience; ratings by industry services; catastrophe losses; reliance on key personnel; weather conditions (including the severity and frequency of storms, hurricanes, tornadoes and hail); changes in driving patterns and loss trends; acts of war and terrorist activities; court decisions and trends in litigation and health care and auto repair costs; and other matters described from time to time by us in this report, and in our other filings with the SEC, including the Company's Form 10-K.

You are cautioned not to place reliance on these forward-looking statements, which are valid only as of the date they were made. The Company undertakes no obligation to update or revise any forward-looking statements to reflect new information or the occurrence of unanticipated events or otherwise. In addition, readers should be aware that Generally Accepted Accounting Principles ("GAAP") prescribes when a company may reserve for particular risks, including litigation exposures. Accordingly, results for a given reporting period could be significantly affected when a reserve is established for a major contingency. Reported results may therefore appear to be volatile in certain accounting periods.

## Federated National Holding Company

### Overview

FNHC is an insurance holding company that controls substantially all steps in the insurance underwriting, distribution and claims processes through our subsidiaries and our contractual relationships with our independent agents and general agents.

We are authorized to underwrite, and/or place through our wholly owned subsidiaries, homeowners' multi-peril ("homeowners"), commercial general liability, federal flood, personal auto and various other lines of insurance in Florida and various other states. We market and distribute our own and third-party insurers' products and our other services through a network of independent agents.

Our insurance subsidiary is Federated National Insurance Company ("FNIC"). FNIC is licensed as an admitted carrier in Florida. An admitted carrier is an insurance company that has received a license from the state department of insurance giving the company the authority to write specific lines of insurance in that state. These companies are also bound by rate and form regulations, and are strictly regulated to protect policyholders from a variety of illegal and unethical practices, including fraud. Admitted carriers are also required to financially contribute to the state guarantee fund, which is used to pay for losses if an insurance carrier becomes insolvent or unable to pay the losses due their policyholders. Through contractual relationships with a network of approximately 3,600 independent agents, of which approximately 2,100 actively sell and service our products, FNIC is authorized to underwrite homeowners', commercial general liability, fire, allied lines and personal and commercial automobile insurance in Florida. FNIC is licensed as an admitted carrier in Alabama, Louisiana, Georgia and Texas and underwrites commercial general liability insurance in those states. Federated National also underwrites homeowners' insurance in Louisiana and Alabama, commencing in October of 2014. Additionally, we underwrite personal automobile insurance in Georgia and Texas.

FNIC is also licensed as a non-admitted carrier in Nevada and South Carolina and can underwrite commercial general liability insurance in these states. Currently there are no operations in Nevada or South Carolina. A non-admitted carrier, sometimes referred to as a "excess and surplus lines" carrier, is permitted to do business in a state and, although it is strictly regulated to protect policyholders from a variety of illegal and unethical practices, including fraud, non-admitted carriers are subject to considerably less regulation with respect to policy rates and forms. Non-admitted carriers are not required to financially contribute to and benefit from the state guarantee fund, which is used to pay for losses if an insurance carrier becomes insolvent or unable to pay the losses due their policyholders.

We have entered into a Coexistence Agreement effective August 30, 2013 (the "Coexistence Agreement") with Federated Mutual Insurance Company ("Federated Mutual") pursuant to which, among other things, we may continue to use "Federated National" until at least August 30, 2020, after which time we have agreed to either cease using "Federated" in commerce or otherwise adopt and use trade names that are not confusingly similar to Federated Mutual's trademarks. We continue to develop our brand under the "FedNat" name, which is the name by which agents generally know us.

Our executive offices are located at 14050 N.W. 14th Street, Suite 180, Sunrise, Florida 33323 and our telephone number is (800) 293-2532.

### Merger of FNIC and American Vehicle

As of September 30, 2014, we have satisfied all applicable conditions of the consent order we entered into in January 2011 (the "Consent Order") with the Florida Office of Insurance Regulation ("Florida OIR"). We entered into the consent order in connection with the merger of our one of our wholly owned insurance subsidiaries, American Vehicle Insurance Company, into FNIC, with FNIC continuing the operations of both entities. As of the date of this Report, the only operational restriction that remains in effect is a requirement to obtain OIR approval prior to writing commercial multi peril business or any new commercial property business, including condo associations, under any other line of business for which FNIC is authorized. FNIC currently has no commercial multi peril policy premium in force and the current commercial habitation book of business is fully earned.

## Federated National Holding Company

### Our Subsidiaries

During the three months ended September 30, 2014, 90.5%, 3.4%, 2.5% and 3.6% of the premiums we underwrote were for homeowners', commercial general liability, federal flood, and automobile insurance, respectively. During the three months ended September 30, 2013, 89.1%, 4.3%, 2.9% and 3.7% of the premiums we underwrote were for homeowners', commercial general liability, federal flood, and automobile insurance, respectively.

During the nine months ended September 30, 2014, 91.2%, 3.4%, 2.2% and 3.2% of the premiums we underwrote were for homeowners', commercial general liability, federal flood, and automobile insurance, respectively. During the nine months ended September 30, 2013, 89.0%, 4.6%, 2.8% and 3.6% of the premiums we underwrote were for homeowners', commercial general liability, federal flood, and automobile insurance, respectively.

During the three months ended September 30, 2014, \$19.0 million or 22.8% of the \$83.3 million of the homeowners' premiums we underwrote were produced under an agency agreement with Ivantage Select Agency, Inc. ("ISA"), an affiliate of Allstate Insurance Company, that grants Allstate agents the authority to offer certain FNIC products. The \$19.0 million of homeowners' premiums produced under this agreement with ISA represents 65.1% of the total increase in the sale of homeowners' policies during the three months ended September 30, 2014. During the three months ended September 30, 2013, \$10.9 million or 20.1% of the \$54.1 million of the homeowners' premiums we underwrote were produced under the agreement with ISA. This network of agents began writing for FNIC in March 2013.

During the nine months ended September 30, 2014, \$49.4 million or 19.3% of the \$255.9 million of the homeowners' premiums we underwrote were produced under the agreement with ISA. The \$49.4 million of homeowners' premiums produced under this agreement with ISA represents 49.7% of the total increase in the sale of homeowners' policies during the nine months ended September 30, 2014. During the nine months ended September 30, 2013, \$19.1 million or 12.2% of the \$156.4 million of the homeowners' premiums we underwrote were produced under the agreement with ISA.

Our business, results of operations and financial condition are subject to fluctuations due to a variety of factors. Abnormally high severity or frequency of claims in any period could have a material adverse effect on us. When our estimated liabilities for unpaid losses and LAE are less than the actuarially determined amounts, we increase the expense in the current period. Conversely, when our estimated liabilities for unpaid losses and LAE are greater than the actuarially determined amounts, we decrease the expense in the current period.

We are focusing our marketing efforts on continuing to expand our distribution network while maintaining our commitment to long-term relationships. We market our products and services throughout Florida and in other states by establishing relationships with additional independent agents and general agents. There can be no assurance, however, that we will be able to obtain the required regulatory approvals to offer additional insurance products or expand into other states.

Federated National Underwriters, Inc. ("FNU"), formerly known as Assurance Managing General Agents, Inc., a wholly owned subsidiary of the Company, acts as FNIC's exclusive managing general agent in Florida and is also licensed as a managing general agent in the States of Alabama, Georgia, Louisiana, Nevada, South Carolina and Texas. FNU has contracted with several unaffiliated insurance companies to sell commercial general liability, workers compensation, personal umbrella, inland marine and other various lines of insurance through FNU's existing network of agents.

FNU earns commissions and fees for providing policy administration, marketing, accounting and analytical services, and for participating in the negotiation of reinsurance contracts. FNU earns a \$25 per policy fee, and traditionally a 6% commission fee from its affiliate, FNIC. During the fourth quarter of 2010, FNU, pursuant to the Consent Order as discussed above, reduced its fee to earn amounts varying between 2% and 4%. A formal agreement reflecting this fee modification was executed during January 2011.

We internally process claims made by our insureds through our wholly owned claims adjusting company, Federated National Adjusting, Inc. ("FNA"), formerly known as Superior Adjusting, Inc. Our agents have no authority to settle claims or otherwise exercise control over the claims process. Furthermore, we believe that the retention of independent adjusters, in addition to the employment of salaried claims personnel, results in reduced

## **Federated National Holding Company**

ultimate loss payments, lower LAE and improved customer service for our claimants and policyholders. We also employ an in-house Litigation Manager to cost effectively manage claims-related litigation and to monitor our claims handling practices for efficiency and regulatory compliance.

During the three months ended June 30, 2014, the Florida OIR approved an application to allow the claims administration operations of FNA to be assumed by FNU. Under the amended managing general agency agreement between FNU and FNIC, FNU will provide the same claims administration services under the same fee structure. The combination of these services in FNU had no effect on consolidated net income.

Insure-Link, Inc. (“Insure-Link”) serves as an independent insurance agency. The insurance agency markets direct to the public to provide a variety of insurance products and services to individual clients, as well as business clients, by offering a full line of insurance products including, but not limited to, homeowners’, flood, personal and commercial automobile, commercial general liability and workers’ compensation insurance through their agency appointments with over forty different carriers.

### **Insurance Markets in Which We Operate**

We operate in highly competitive markets and face competition from national, regional and residual market insurance companies in the homeowners’, commercial general liability, and automobile markets. Our competitors include companies that market their products through agents, as well as companies that sell insurance directly to their customers. Large national writers may have certain competitive advantages over agency writers, including increased name recognition, increased loyalty of their customer base and reduced policy acquisition costs. We compete based on underwriting criteria, our distribution network and superior service to our agents and insureds. Although our pricing is inevitably influenced to some degree by that of our competitors, we believe that it is generally not in our best interest to compete solely on price.

In Florida, more than 100 companies are authorized to underwrite homeowners’ insurance. Several of our competitors include Citizens Property Insurance Corporation (“Citizens”), Universal Property and Casualty Insurance Company and St. Johns Insurance Company. In Florida, more than one dozen companies compete with us in the commercial general liability insurance market.

In May 2013, SB 1770 was signed by the Governor of Florida and passed during the 2013 legislative session. This bill is intended to reform Citizens by reducing its insurance policy count and establishing the Property Insurance Clearinghouse (“Clearinghouse”). The Clearinghouse launched in January 2014, for new business ineligible for Citizens if a participating insurance company is willing to afford similar coverage at a price that is no more than 15% above the price of a policy with Citizens. Similarly, existing Citizens policies will not be eligible for renewal with Citizens if a participating insurance company is willing to afford similar coverage at no additional cost over the price for a Citizens policy. This will allow potentially new and renewal policies of Citizens to be comparatively shopped by participating private market insurers before becoming, or remaining, policies of Citizens. Effective March 30, 2014 FNIC joined as a participating insurance company in the Clearinghouse.

### **Critical Accounting Policies**

See Note 3, “Summary of Significant Accounting Policies” in the Notes to the Company’s condensed consolidated financial statements for the quarter ended September 30, 2014 included in Item 1 of this Quarterly Report on Form 10-Q for a discussion of the Company’s critical accounting policies.

### **New Accounting Pronouncements**

See Note 3, “Summary of Significant Accounting Policies” in the Notes to the Company’s condensed consolidated financial statements for the quarter ended September 30, 2014 included in Item 1 of this Quarterly Report on Form 10-Q for a discussion of recent accounting pronouncements and their effect, if any, on the Company.

## Federated National Holding Company

### Analysis of Financial Condition

As of September 30, 2014 Compared with December 31, 2013

#### Total Investments

Financial Accounting Standards Board (“FASB”) issued guidance addresses accounting and reporting for (a) investments in equity securities that have readily determinable fair values and (b) all investments in debt securities. We account for our investment securities consistent with FASB issued guidance that requires our securities to be classified into one of three categories: (i) held-to-maturity, (ii) trading securities or (iii) available-for-sale.

Investments classified as held-to-maturity include debt securities wherein the Company’s intent and ability are to hold the investment until maturity and are carried at amortized cost without consideration to unrealized gains or losses. Investments classified as trading securities include debt and equity securities bought and held primarily for sale in the near term and are carried at fair value with unrealized holding gains and losses included in current period operations. Investments classified as available-for-sale include debt and equity securities that are not classified as held-to-maturity or as trading security investments and are carried at fair value with unrealized holding gains and losses excluded from earnings and reported as a separate component of shareholders’ equity, namely “Other Comprehensive Income.”

Total investments increased \$98.5 million, or 44.6%, to \$319.2 million as of September 30, 2014, compared with \$220.7 million as of December 31, 2013. The change is due primarily to our homeowners’ gross written premium, which increased by \$99.5 million, or 63.6%, to \$255.9 million for the nine months ended September 30, 2014, compared with \$156.4 million for the nine months ended September 30, 2013. The increased homeowners’ gross written premium generated additional cash available for investment, of which approximately \$59.0 million was transferred to the investment accounts during the nine months ended September 30, 2014.

The debt and equity securities that are available-for-sale and carried at fair value represent 98% and 97% of total investments as of September 30, 2014 and December 31, 2013, respectively.

We did not hold any trading investment securities during the nine months ended September 30, 2014.

The FASB issued guidance also addresses the determination as to when an investment is considered impaired, whether that impairment is other-than temporary, and the measurement of an impairment loss. The Company’s policy for the valuation of temporarily impaired securities is to determine impairment based on the analysis of the following factors.

- rating downgrade or other credit event (eg., failure to pay interest when due);
- length of time and the extent to which the fair value has been less than amortized cost;
- financial condition and near term prospects of the issuer, including any specific events which may influence the operations of the issuer such as changes in technology or discontinuance of a business segment;
- prospects for the issuer’s industry segment;
- intent and ability of the Company to retain the investment for a period of time sufficient to allow for anticipated recovery in market value;
- historical volatility of the fair value of the security.

## Federated National Holding Company

Pursuant to FASB issued guidance, the Company records the unrealized losses, net of estimated income taxes that are associated with that part of our portfolio classified as available-for-sale through the shareholders' equity account titled "Other Comprehensive Income". Management periodically reviews the individual investments that comprise our portfolio in order to determine whether a decline in fair value below our cost either is other-than-temporarily or permanently impaired. Factors used in such consideration include, but are not limited to, the extent and length of time over which the market value has been less than cost, the financial condition and near-term prospects of the issuer and our ability and intent to keep the investment for a period sufficient to allow for an anticipated recovery in market value.

In reaching a conclusion that a security is either other-than-temporarily or permanently impaired we consider such factors as the timeliness and completeness of expected dividends, principal and interest payments, ratings from nationally recognized statistical rating organizations such as Standard and Poor's ("S&P") and Moody's Investors Service, Inc. ("Moody's"), as well as information released via the general media channels. During the nine months ended September 30, 2014 and 2013, respectively, in connection with the process, we have not charged operations with investment losses.

As of September 30, 2014 and December 31, 2013, respectively, all of our securities are in good standing and not impaired as defined by FASB issued guidance.

As of September 30, 2014 and December 31, 2013, our investments consisted primarily of corporate bonds held in various industries, municipal bonds and United States government bonds. As of September 30, 2014, 79% of our debt portfolio was in diverse industries and 21% was in United States government bonds. As of September 30, 2014, approximately 87% of our equity holdings were in equities related to diverse industries and 13% were in mutual funds. As of December 31, 2013, 83% of our debt portfolio was in diverse industries and 17% was in United States government bonds. As of December 31, 2013, approximately 91% of our equity holdings were in equities related to diverse industries and 9% were in mutual funds.

As of September 30, 2014 and December 31, 2013, we have classified \$7.4 million and \$7.2 million, respectively, of our bond portfolio as held-to-maturity. We classify bonds as held-to-maturity to support securitization of credit requirements.

During the nine months ended September 30, 2014, we did not re-classify any of our bond portfolio between available-for-sale and held-to-maturity. During the nine months ended September 30, 2013, we re-classified \$0.1 million of our bond portfolio between available-for-sale and held-to-maturity.

Below is a summary of net unrealized gains (losses) as of September 30, 2014 and December 31, 2013, by category.

	<u>Unrealized Gains (Losses)</u>	
	<u>September 30, 2014</u>	<u>December 31, 2013</u>
	(Dollars in Thousands)	
Debt securities:		
United States government obligations and authorities	\$ 272	\$ (213)
Obligations of states and political subdivisions	1,044	180
Corporate	1,334	467
International	<u>27</u>	<u>(33)</u>
	<u>2,677</u>	<u>401</u>
Equity securities:		
Common stocks	<u>7,243</u>	<u>9,161</u>
Total debt and equity securities	<u>\$ 9,920</u>	<u>\$ 9,562</u>

The net unrealized gain of \$9.9 million is inclusive of \$1.2 million of unrealized losses; \$0.6 million of unrealized losses are from debt securities and \$0.6 million of unrealized losses are from equity securities.



## Federated National Holding Company

The \$0.6 million of unrealized losses from debt securities are made up of \$0.3 million losses from corporate bonds and \$0.3 million from United State government obligations. The Company does not expect to settle at prices less than the amortized cost basis. The Company does not consider these investments to be other-than-temporarily impaired at September 30, 2014 because we neither currently intend to sell these investments nor consider it likely that we will be required to sell these investments before recovery of the amortized cost basis.

The \$0.6 million of unrealized losses from equity securities are from common stocks and mutual funds held in diverse industries as of September 30, 2014. The Company evaluated the near-term prospects in relation to the severity and duration of the impairment. Based on this evaluation and the Company's ability and intent to hold these investments for a reasonable period of time sufficient for a forecasted recovery of fair value, the Company does not consider these investments to be other-than-temporarily impaired at September 30, 2014.

The following table summarizes, by type, our investments as of September 30, 2014 and December 31, 2013.

	<u>September 30, 2014</u>		<u>December 31, 2013</u>	
	<u>Carrying Amount</u>	<u>Percent of Total</u>	<u>Carrying Amount</u>	<u>Percent of Total</u>
	(Dollars in Thousands)			
Debt securities, at market:				
United States government obligations and authorities	\$ 55,643	17.43%	\$ 27,209	12.33%
Obligations of states and political subdivisions	91,641	28.71%	52,064	23.59%
Corporate	117,150	36.70%	91,941	41.66%
International	<u>10,953</u>	<u>3.43%</u>	<u>3,698</u>	<u>1.68%</u>
	<u>275,387</u>	<u>86.27%</u>	<u>174,912</u>	<u>79.26%</u>
Debt securities, at amortized cost:				
United States government obligations and authorities	4,433	1.39%	4,630	2.10%
Corporate	2,673	0.84%	2,475	1.12%
International	<u>246</u>	<u>0.08%</u>	<u>109</u>	<u>0.05%</u>
	<u>7,352</u>	<u>2.31%</u>	<u>7,214</u>	<u>3.27%</u>
Total debt securities	282,739	88.58%	182,126	82.53%
Equity securities, at market:	<u>36,463</u>	<u>11.42%</u>	<u>38,584</u>	<u>17.47%</u>
Total investments	<u>\$ 319,202</u>	<u>100.00%</u>	<u>\$ 220,710</u>	<u>100.00%</u>

### Cash and Short-Term Investments

Cash and short-term investments, which include cash, certificates of deposits, and money market accounts, increased \$4.5 million, or 10.8%, to \$45.9 million as of September 30, 2014, compared with \$41.4 million as of December 31, 2013. The change is due primarily to our homeowners' gross written premium, which increased by \$99.5 million, or 63.6%, to \$255.9 million for the nine months ended September 30, 2014, compared with \$156.4 million for the nine months ended September 30, 2013. The increased homeowners' gross written premium generated additional cash available for investment, of which approximately \$59.0 million was transferred to the investment accounts during the nine months ended September 30, 2014.

### Prepaid Reinsurance Premiums

Prepaid reinsurance premiums increased \$31.6 million, or 416.4%, to \$39.2 million as of September 30, 2014, compared with the \$7.6 million asset balance as of December 31, 2013. The change is due to \$91.1 million paid to reinsurers, offset by \$59.5 million amortization of prepaid reinsurance premiums. We believe concentrations of credit risk associated with our prepaid reinsurance premiums are not significant.

## **Federated National Holding Company**

### **Premiums Receivable, Net of Allowance for Credit Losses**

Premiums receivable, net of allowance for credit losses, increased \$5.7 million, or 25.4%, to \$28.1 million as of September 30, 2014, compared with \$22.4 million as of December 31, 2013.

Our homeowners' insurance premiums receivable increased \$4.4 million, or 22.4%, to \$23.8 million as of September 30, 2014, compared with \$19.4 million as of December 31, 2013. Our commercial general liability insurance premiums receivable increased \$0.2 million, or 48.6%, to \$0.5 million as of September 30, 2014, compared with \$0.3 million as of December 31, 2013. Our automobile insurance premiums receivable increased \$1.2 million, or 42.9%, to \$4.0 million as of September 30, 2014, compared with \$2.8 million as of December 31, 2013. Our allowance for credit losses remained unchanged at \$0.1 million as of September 30, 2014, compared with December 31, 2013.

### **Reinsurance Recoverable, Net**

Reinsurance recoverable, net, increased \$6.5 million, or 236.9%, to \$9.2 million as of September 30, 2014, compared with \$2.7 million as of December 31, 2013. All amounts are current and deemed collectable. We believe concentrations of credit risk associated with our reinsurance recoverables, net, are not significant.

### **Deferred Policy Acquisition Costs ("DPAC")**

DPAC decreased \$5.7 million, or 34.3%, to \$11.0 million as of September 30, 2014, compared with \$16.7 million as of December 31, 2013. The change reflects in part the deferral of the actual policy acquisition costs, including commissions, payroll and premium taxes, less commissions earned on reinsurance ceded and policy fees earned associated with our increased unearned premium, which during the nine months ended September 30, 2014 totaled approximately \$8.5 million. The \$8.5 million increase was offset by a \$14.2 million decrease relating to the quota-share program.

### **Deferred Income Taxes, Net**

Deferred income taxes, net converted to a net liability balance of \$2.0 million as of September 30, 2014 compared with a net asset balance of \$1.0 million as of December 31, 2013. The net liability balance of \$2.0 million as of September 30, 2014 is comprised of approximately \$7.2 million of deferred tax assets, net of approximately \$9.2 million of deferred tax liabilities. The net asset balance of \$1.0 million as of December 31, 2013 was comprised of approximately \$11.0 million of deferred tax assets, net of approximately \$10.0 million of deferred tax liabilities.

### **Income Taxes Receivable**

Income taxes receivable totaled \$2.1 million as of September 30, 2014, compared with nothing as of December 31, 2013. The change is due to estimated tax payments made in excess of the related accrued liability.

### **Property, Plant and Equipment, Net**

Property, plant and equipment, net increased \$0.8 million, or 79.7%, to \$1.7 million as of September 30, 2014, compared with \$0.9 million as of December 31, 2013. The change is due primarily to investments in information technology.

## Federated National Holding Company

### Other Assets

Other assets increased \$1.9 million, or 60.8%, to \$5.1 million as of September 30, 2014, compared with \$3.2 million as of December 31, 2013. Major components of other assets are shown in the following table. The accrued interest income receivable is primarily investment related and the commission income receivable is primarily related to the commission income sharing with our reinsurance intermediary.

	<u>September 30, 2014</u>	<u>December 31, 2013</u>
	(Dollars in Thousands)	
Accrued interest income receivable	\$ 2,513	\$ 1,684
Commission receivable	1,105	-
Deposits	293	327
Prepaid expenses	954	812
Other	<u>270</u>	<u>371</u>
Total	<u>\$ 5,135</u>	<u>\$ 3,194</u>

### Contingent Quota-Share Profit Sharing

Contingent quota-share profit sharing totaled \$14.0 million as of September 30, 2014, compared with nothing as of December 31, 2013. The \$14.0 million is our current estimated profit-sharing benefit associated with the quota-share program. The provisions of this program allow for profit-sharing up to approximately \$32.0 million at the end of the two-year contract term. The ultimate benefit is based upon the occurrence of future catastrophic events and predefined non-catastrophic loss ratios.

### Unpaid Losses and LAE

Unpaid losses and LAE increased \$12.1 million, or 19.8%, to \$73.1 million as of September 30, 2014, compared with \$61.0 million as of December 31, 2013. This change is in conjunction with the increase to net premiums earned during the nine months ended September 30, 2014 as compared with the nine months ended September 30, 2013. The composition of unpaid losses and LAE by product line is as follows.

	<u>September 30, 2014</u>			<u>December 31, 2013</u>		
	<u>Case</u>	<u>Bulk</u>	<u>Total</u>	<u>Case</u>	<u>Bulk</u>	<u>Total</u>
	(Dollars in Thousands)			(Dollars in Thousands)		
Homeowners'	\$ 13,624	\$ 30,220	\$ 43,844	\$ 11,399	\$ 19,623	\$ 31,022
Commercial General Liability	5,697	12,676	18,373	3,503	13,231	16,734
Automobile	<u>3,647</u>	<u>7,245</u>	<u>10,892</u>	<u>8,259</u>	<u>5,001</u>	<u>13,260</u>
Total	<u>\$ 22,968</u>	<u>\$ 50,141</u>	<u>\$ 73,109</u>	<u>\$ 23,161</u>	<u>\$ 37,855</u>	<u>\$ 61,016</u>

Please see "Results of Operations - Nine Months Ended September 30, 2014 Compared with Nine Months Ended September 30, 2013 - Losses and LAE" for a description of the factors that affect unpaid losses and LAE.

### Unearned Premium

Unearned premiums increased \$58.3 million, or 45.4%, to \$186.6 million as of September 30, 2014, compared with \$128.3 million as of December 31, 2013. The change was due to a \$55.6 million increase in unearned homeowners' insurance premiums, a \$1.2 million increase in unearned flood insurance premiums, a \$1.2 million increase in unearned commercial general liability insurance premiums and a \$0.3 million increase in unearned automobile insurance premiums. Generally, as in this case, an increase in unearned premium directly relates to an increase in written premium on a rolling twelve-month basis.

The \$55.6 million change in unearned homeowners' insurance premiums includes approximately \$104.9 increase from gross premiums written during the nine months ended September 30, 2014, net of approximately \$49.3 million of unearned premium ceded to the quota-share program.

## **Federated National Holding Company**

### **Premium Deposits and Customer Credit Balances**

Premium deposits and customer credit balances increased \$3.3 million, or 85.1%, to \$7.1 million as of September 30, 2014, compared with \$3.8 million as of December 31, 2013. Premium deposits are monies received on policies not yet in-force, the change of which is due to the increase in gross written premiums during this same period.

### **Income Taxes Payable**

Income taxes payable totaled nothing as of September 30, 2014, compared with \$2.4 million as of December 31, 2013. The change is due to estimated tax payments made in excess of the related accrued liability.

### **Deferred Income Taxes, Net**

Deferred income taxes, net, was a net liability balance of \$2.0 million as of September 30, 2014 compared with a net asset balance of \$1.0 million as of December 31, 2013. The net liability balance of \$2.0 million as of September 30, 2014 is comprised of approximately \$7.2 million of deferred tax assets, net of approximately \$9.2 million of deferred tax liabilities. The net asset balance of \$1.0 million as of December 31, 2013 was comprised of approximately \$11.0 million of deferred tax assets, net of approximately \$10.0 million of deferred tax liabilities.

### **Claims Payments Outstanding**

Claims payments outstanding increased \$1.0 million, or 15.8%, to \$7.2 million as of September 30, 2014, compared with \$6.2 million as of December 31, 2013. The claims payments outstanding relate primarily to losses and LAE disbursements paid but not presented for payment by the policyholder or vendor. The change is due to the timing of presentation of claims checks to the issuing bank.

### **Accounts Payable and Accrued Expenses**

Accounts payable and accrued expenses increased \$1.1 million, or 17.9%, to 7.6 million as of September 30, 2014, compared with \$6.5 million as of December 31, 2013. The change includes a \$0.8 million increase in accrued expenses due to the timing of payments with our trade vendors and a \$0.3 million increase to commissions payable.

### **Deferred Quota-Share Profit Sharing**

Deferred quota-share profit sharing totaled \$12.3 million as of September 30, 2014, compared with nothing as of December 31, 2013, and relates to the quota-share program. The deferred quota-share profit sharing was originally recorded at \$14.0 million at the program's July 1, 2014 inception and will continue to amortize over the life of the program.

## Federated National Holding Company

### Results of Operations

#### Three Months Ended September 30, 2014 Compared with Three Months Ended September 30, 2013

##### Gross Premiums Written

Gross premiums written increased \$31.3 million, or 51.5%, to \$92.0 million for the three months ended September 30, 2014, compared with \$60.7 million for the three months ended September 30, 2013. The following table denotes gross premiums written by major product line. The increase in gross premiums written during the 2014 period is primarily due to the increase in the sale of homeowners' policies. Beginning in 2013, our improved underwriting, risk management and product distribution enabled us to write more policies than in prior years.

	<u>Three Months Ended September 30,</u>			
	<u>2014</u>		<u>2013</u>	
	(Dollars in Thousands)			
	<u>Amount</u>	<u>Percentage</u>	<u>Amount</u>	<u>Percentage</u>
Homeowners'	\$ 83,280	90.49%	\$ 54,100	89.07%
Commercial General Liability	3,161	3.43%	2,597	4.28%
Federal Flood	2,299	2.50%	1,794	2.95%
Automobile	<u>3,292</u>	<u>3.58%</u>	<u>2,250</u>	<u>3.70%</u>
Gross written premiums	<u>\$ 92,032</u>	<u>100.00%</u>	<u>\$ 60,741</u>	<u>100.00%</u>

The increase in the sale of homeowners' policies by \$29.2 million, or 53.9%, to \$83.3 million for the three months ended September 30, 2014, compared with \$54.1 million for the three months ended September 30, 2013, is gross of reinsurance costs and net of Florida's mandated homeowners' wind mitigation discounts.

We offer premium discounts for wind mitigation efforts by policyholders, as required by Florida law. As of September 30, 2014, 76.9% of our in-force homeowners' policyholders were receiving wind mitigation credits totaling approximately \$312.8 million (a 50.1% reduction of in-force premium), while 80.9% of our in-force homeowners' policyholders were receiving wind mitigation credits totaling approximately \$170.8 million, (a 48.4% reduction of in-force premium), as of September 30, 2013.

During the three months ended September 30, 2014, \$19.0 million or 22.8% of the \$83.3 million of the homeowners' premiums we underwrote were produced under an agency agreement with Ivantage Select Agency, Inc. ("ISA"), an affiliate of Allstate Insurance Company, that grants Allstate agents the authority to offer certain FNIC products. The \$19.0 million of homeowners' premiums produced under this agreement with ISA represents 65.1% of the total increase in the sale of homeowners' policies during the three months ended September 30, 2014. During the three months ended September 30, 2013, \$10.9 million or 20.1% of the \$54.1 million of the homeowners' premiums we underwrote were produced under the agreement with ISA. This network of agents began writing for FNIC in March 2013.

During the three months ended September 30, 2014 and 2013, the change to the cumulative wind mitigation credits afforded our policyholders totaled \$22.8 million and \$46.4 million, respectively. These premium discounts have had a significant effect on both written and earned premium. Wind mitigation credits are 50.1% of the pre-credit premium, or \$624.4 million, as of September 30, 2014, as compared with 48.4% of the pre-credit premium, or \$352.8 million, as of September 30, 2013. Our number of in-force homeowners' policies increased by approximately 15,000 or 9.8%, to approximately 167,600 as of September 30, 2014, compared with approximately 152,600 as of June 30, 2014.

We are required to report write-your-own flood premiums on a direct and 100% ceded basis.

The Company's sale of commercial general liability policies increased \$0.6 million, or 21.7%, to \$3.2 million for the three months ended September 30, 2014, compared with \$2.6 million for the three months ended September 30, 2013.

## Federated National Holding Company

The following table sets forth the amounts and percentages of our gross premiums written in connection with our commercial general liability program by state.

<u>State</u>	<u>Three Months Ended September 30,</u>			
	<u>2014</u>		<u>2013</u>	
	<u>Amount</u>	<u>Percentage</u>	<u>Amount</u>	<u>Percentage</u>
	(Dollars in Thousands)			
Alabama	\$ 35	1.11%	\$ 21	0.81%
Florida	2,842	89.91%	2,375	91.45%
Georgia	7	0.22%	-	0.00%
Louisiana	36	1.14%	43	1.66%
Texas	<u>241</u>	<u>7.62%</u>	<u>158</u>	<u>6.08%</u>
Total	<u>\$ 3,161</u>	<u>100.00%</u>	<u>\$ 2,597</u>	<u>100.00%</u>

The Company's sale of auto insurance policies increased \$1.0 million, or 46.3%, to \$3.3 million for the three months ended September 30, 2014, compared with \$2.3 million for the three months ended September 30, 2013.

We are currently rated by Demotech, Inc. ("Demotech") as "A" ("Exceptional"), which is the third of seven ratings, and defined as "Regardless of the severity of a general economic downturn or deterioration in the insurance cycle, insurers earning a Financial Stability Rating ("FSR") of "A" possess "Exceptional" financial stability related to maintaining surplus as regards to policyholders". Demotech's ratings are based upon factors of concern to agents, reinsurers and policyholders and are not primarily directed toward the protection of investors. Our Demotech rating could be jeopardized by factors including adverse development and various surplus related ratio exceptions.

The withdrawal of our ratings could limit or prevent us from writing or renewing desirable insurance policies, from competing with insurers who have higher ratings, from obtaining adequate reinsurance, or from borrowing on a line of credit. The withdrawal of our ratings could have a material adverse effect on the Company's results of operations and financial position because the Company's insurance products might no longer be acceptable to the secondary marketplace and mortgage lenders. Furthermore, a withdrawal of our ratings could prevent independent agents from selling and servicing our insurance products.

### Gross Premiums Ceded

Gross premiums ceded increased \$79.4 million, or 158.9%, to \$129.3 million for the three months ended September 30, 2014, compared with \$49.9 million for the three months ended September 30, 2013. The increase includes a \$78.1 million increase to homeowners' gross premiums ceded, a \$0.8 million increase to automobile gross premiums ceded and a \$0.5 million increase to flood gross premiums ceded. The gross premiums ceded total of \$129.3 million for the three months ended September 30, 2014 primarily includes \$123.9 million associated with our catastrophic reinsurance programs.

### Increase in Prepaid Reinsurance Premiums

The increase in prepaid reinsurance premiums was \$80.0 million for the three months ended September 30, 2014, compared with \$29.3 million for the three months ended September 30, 2013. The increased benefit to written premium is associated with the timing of our reinsurance payments measured against the term of the underlying reinsurance policies.

### Increase in Unearned Premiums

The increase in unearned premiums was \$8.2 million for the three months ended September 30, 2014, compared with \$12.8 million for the three months ended September 30, 2013. The decreased charge to written premium was due to a \$7.4 million increase in unearned homeowners' insurance premiums, a \$0.5 million increase in unearned flood insurance premiums and a \$0.3 million increase in unearned commercial general liability insurance premiums during the three months ended September 30, 2014. These changes are a result of differences in written premium volume during this period as compared with the same period last year. See "Gross Premiums Written" above.

## Federated National Holding Company

The \$7.4 million change in unearned homeowners' insurance premiums includes approximately \$56.7 increase from gross premiums written during the three months ended September 30, 2014, net of approximately \$49.3 million of unearned premium ceded to the quota-share program.

### Net Premiums Earned

Net premiums earned increased \$7.1 million, or 26.2%, to \$34.5 million for the three months ended September 30, 2014, compared with \$27.4 million for the three months ended September 30, 2013. The \$7.1 million increase is net of a \$16.5 million decrease due to accounting for our quota-share program. The net impact of the quota-share program was \$0.4 million. The reduction in net premiums earned was offset by an estimated \$6.1 million reduction in our reinsurance costs, a reduction in losses and LAE of \$5.0 million, a reduction in amortization of deferred policy acquisition costs of \$4.1 million, and the recognition of \$1.7 million of the aforementioned accrued income resulting from the quota-share agreement.

The following table denotes net premiums earned by product line.

	<u>Three Months Ended September 30,</u>			
	<u>2014</u>		<u>2013</u>	
	<u>Amount</u>	<u>Percentage</u>	<u>Amount</u>	<u>Percentage</u>
	<u>(Dollars in Thousands)</u>			
Homeowners'	\$ 30,907	89.54%	\$ 24,343	88.98%
Commercial General Liability	2,787	8.07%	2,401	8.77%
Automobile	824	2.39%	617	2.25%
Net premiums earned	<u>\$ 34,518</u>	<u>100.00%</u>	<u>\$ 27,361</u>	<u>100.00%</u>

The \$6.6 million increase in homeowners' net premiums earned is due to a \$29.2 million increase in gross written premium, a \$78.1 million increase in gross premiums ceded and a \$55.5 million increase in the net change to prepaid reinsurance premiums and unearned premium.

The \$0.4 million increase in commercial general liability net premiums earned is a result of a \$0.6 million increase in gross written premium, a less than \$0.1 million increase in gross premiums ceded and a \$0.2 million decrease in the net change to prepaid reinsurance premiums and unearned premium.

### Commission Income

Commission income increased \$0.6 million, or 83.9%, to \$1.2 million for the three months ended September 30, 2014, compared with \$0.6 million for the three months ended September 30, 2013. The primary sources of our commission income are our managing general agent services, write-your-own flood premiums and our independent insurance agency, Insure-Link.

### Finance Revenue

Finance revenue increased \$0.2 million, or 63.2%, to \$0.4 million for the three months ended September 30, 2014, compared with \$0.2 million for the three months ended September 30, 2013. The primary source of finance revenue is service fees and interest income from our direct billing program, wherein we accept receivables from our insureds.

### Direct Written Policy Fees

Direct written policy fees increased \$0.6 million, or 37.1%, to \$2.2 million for the three months ended September 30, 2014, compared with \$1.6 million for the three months ended September 30, 2013. The change is due to the increase in gross premiums written during this same period.

## Federated National Holding Company

### Net Investment Income

Net investment income increased \$0.6 million, or 81.2%, to \$1.4 million for the three months ended September 30, 2014, compared with \$0.8 million for the three months ended September 30, 2013.

Our investment yields, net and gross of investment expenses, excluding equities and including cash, were 2.2% and 2.5%, respectively, for the three months ended September 30, 2014. Our investment yields, net and gross of investment expenses, excluding equities and including cash, were 1.6% and 1.8%, respectively, for the three months ended September 30, 2013.

Our investment yield, net and gross of investment expenses measured against debt securities, excluding equities and cash, were 2.3% and 2.6%, respectively, for the three months ended September 30, 2014. Our investment yield, net and gross of investment expenses measured against debt securities, excluding equities and cash, were 2.0% and 2.2%, respectively, for the three months ended September 30, 2013.

See also “Analysis of Financial Condition as of September 30, 2014 Compared with December 31, 2013 – Investments” for a further discussion on our investment portfolio.

### Net Realized Investment Gains

Net realized investment gains totaled \$0.7 million for the three months ended September 30, 2014, compared with \$0.8 million during the three months ended September 30, 2013. During the three months ended September 30, 2014, the investment committee directed new invested dollars to the fixed income portfolio.

FASB has issued guidance regarding when an investment is considered impaired, whether that impairment is other-than temporary and the measurement of an impairment loss. Management periodically reviews the individual investments that comprise our portfolio in order to determine whether a decline in fair value below our cost is either other-than temporarily or permanently impaired. During the three months ended September 30, 2014 and the three months ended September 30, 2013, in connection with the process, we have not charged operations with investment losses.

The table below depicts the net realized investment gains (losses) by investment category during the three months ended September 30, 2014 and 2013.

	<u>Three Months Ended September 30,</u>	
	<u>2014</u>	<u>2013</u>
	(Dollars in Thousands)	
Realized gains:		
Debt securities	\$ 241	\$ 202
Equity securities	<u>453</u>	<u>1,274</u>
Total realized gains	<u>694</u>	<u>1,476</u>
Realized losses:		
Debt securities	(20)	(421)
Equity securities	<u>(15)</u>	<u>(275)</u>
Total realized losses	<u>(35)</u>	<u>(696)</u>
Net realized gains on investments	<u>\$ 659</u>	<u>\$ 780</u>

### Other Income

Other income increased to \$1.0 million for the three months ended September 30, 2014, compared with \$0.5 million for the three months ended September 30, 2013. The increase is primarily due to the commission sharing agreement with our reinsurance intermediary.



## Federated National Holding Company

### Quota-Share Profit Sharing

Quota-share profit sharing totaled \$1.7 million for the three months ended September 30, 2014, compared with nothing for the three months ended September 30, 2013. The deferred quota-share profit sharing was originally estimated and recorded at \$14.0 million at the program's July 1, 2014 inception, based upon the likely occurrence of future catastrophic events and predefined non-catastrophic loss ratios. This estimate, subject to future adjustments, will continue to be amortized over the remaining life of the quota-share program.

Favorable adjustments to the deferred quota-share profit sharing total will increase the quarterly amount we recognize over the remaining life of the program. Unfavorable adjustments to the deferred quota-share profit sharing total will decrease the quarterly amount we recognize over the remaining life of the program and could result in a current period charge to operations for some or all of the previously recognized profit sharing.

### Losses and LAE

Losses and LAE, our most significant expense, represent actual payments made and changes in estimated future payments to be made to or on behalf of our policyholders, including expenses required to settle claims and losses. We revise our estimates based on the results of analysis of estimated future payments to be made. This process assumes that experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for predicting future events.

Losses and LAE increased \$0.7 million, or 4.8%, to \$15.1 million for the three months ended September 30, 2014, compared with \$14.4 million for the three months ended September 30, 2013. The overall change includes a \$4.1 million decrease in our homeowners' program, a \$4.9 million increase in our commercial general liability program and a \$0.1 million decrease in connection with our automobile program.

The change to losses and LAE typically reflects the change to reserves in response to the change in the number of policies we wrote during the same period. Homeowners' losses and LAE for the three months ended September 30, 2014, are net of a \$5.0 million decrease relating to the quota-share program for which our actual net premiums earned were reduced by \$16.5 million.

We continue to revise our estimates of the ultimate financial impact of claims made resulting from past storms. The revisions to our estimates are based on our analysis of subsequent information that we receive regarding various factors, including: (i) per claim information; (ii) Company and industry historical loss experience; (iii) legislative enactments, judicial decisions, legal developments in the awarding of damages, and (iv) trends in general economic conditions, including the effects of inflation.

The composition of unpaid losses and LAE by product line is as follows.

	<u>September 30, 2014</u>			<u>December 31, 2013</u>		
	<u>Case</u>	<u>Bulk</u>	<u>Total</u>	<u>Case</u>	<u>Bulk</u>	<u>Total</u>
	(Dollars in Thousands)			(Dollars in Thousands)		
Homeowners'	\$ 13,624	\$ 30,220	\$ 43,844	\$ 11,399	\$ 19,623	\$ 31,022
Commercial General Liability	5,697	12,676	18,373	3,503	13,231	16,734
Automobile	3,647	7,245	10,892	8,259	5,001	13,260
Total	<u>\$ 22,968</u>	<u>\$ 50,141</u>	<u>\$ 73,109</u>	<u>\$ 23,161</u>	<u>\$ 37,855</u>	<u>\$ 61,016</u>

Factors that affect unpaid losses and LAE include the estimates made on a claim-by-claim basis known as "case reserves" coupled with bulk estimates known as Incurred but Not Yet Reported ("IBNR"). Periodic estimates by management of the ultimate costs required to settle all claim files are based on the Company's analysis of historical data and estimations of the impact of numerous factors such as (i) per claim information; (ii) Company and industry historical loss experience; (iii) legislative enactments, judicial decisions, legal developments in the awarding of damages, and changes in political attitudes; and (iv) trends in general economic conditions, including the effects of inflation. Other factors influencing the unpaid losses and LAE balance include improved underwriting processes and claim settling techniques.

## **Federated National Holding Company**

Management revises its estimates based on the results of its analysis. This process assumes that experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for estimating the ultimate settlement of all claims. There is no precise method for subsequently evaluating the impact of any specific factor on the adequacy of the reserves, because the eventual redundancy or deficiency is affected by multiple factors. Because of our process, reserves were increased by approximately \$2.1 million during the three months ended September 30, 2014. This overall change includes a \$1.2 million increase in reserves for our homeowners' program and a \$0.9 million increase in reserves for our automobile program.

In accordance with GAAP and as discussed above, our loss ratio is computed as losses and LAE divided by net premiums earned. A lower loss ratio generally results in higher operating income. Our loss ratio for the three months ended September 30, 2014 was 43.8% compared with 52.8% for the same period in 2013. The favorable decrease to our loss ratio is due to the \$0.7 million increase in losses and LAE measured against the \$7.1 million increase in net premium earned during the three months ended September 30, 2014 as compared with the three months ended September 30, 2013.

### **Operating and Underwriting Expenses**

Operating and underwriting expenses increased \$3.3 million, or 97.3%, to \$6.7 million for the three months ended September 30, 2014, compared with \$3.4 million for the three months ended September 30, 2013. The change is primarily due to increases in premium tax, surveys and underwriting reports, marketing expenses and actuarial fees.

### **Salaries and Wages**

Salaries and wages increased \$1.3 million, or 48.5%, to \$4.0 million for the three months ended September 30, 2014, compared with \$2.7 million for the three months ended September 30, 2013 and is primarily due to an increased number of employees. The charge to operations for stock-based compensation, in accordance with FASB guidance, was approximately \$367,000 during the three months ended September 30, 2014 compared with approximately \$132,000 for the three months ended September 30, 2013.

### **Amortization of Deferred Policy Acquisition Costs**

Amortization of deferred policy acquisition costs decreased \$0.8 million, or 11.6%, to \$5.8 million for the three months ended September 30, 2014, compared with \$6.6 million for the three months ended September 30, 2013.

The change to amortization of deferred policy acquisition costs typically corresponds to the change in net premiums earned during the same period, and consists of the actual policy acquisition costs, including commissions, payroll and premium taxes, less commissions earned on reinsurance ceded and policy fees earned, which during the three months ended September 30, 2014 totaled approximately \$3.3 million. The \$3.3 million increase was offset by a \$4.1 million decrease relating to the quota-share program.

### **Provision for Income Tax Expense**

The provision for income tax expense was \$4.2 million for the three months ended September 30, 2014, compared with \$1.5 million for the three months ended September 30, 2013. The effective rate for income taxes was 36.91% for the three months ended September 30, 2014, compared with 31.42% for the three months ended September 30, 2013.

### **Net Income**

Net income increased \$3.9 million, or 120.2%, to \$7.2 million for the three months ended September 30, 2014, compared with \$3.3 million for the three months ended September 30, 2013.

## Federated National Holding Company

### Results of Operations

#### Nine Months Ended September 30, 2014 Compared with Nine Months Ended September 30, 2013

##### Gross Premiums Written

Gross premiums written increased \$104.9 million, or 59.7%, to \$280.5 million for the nine months ended September 30, 2014, compared with \$175.6 million for the nine months ended September 30, 2013. The following table denotes gross premiums written by major product line. The increase in gross premiums written during the 2014 period is primarily due to the increase in the sale of homeowners' policies. Beginning in 2013, our improved underwriting, risk management and product distribution enabled us to write more policies than in prior years.

	<u>Nine Months Ended September 30,</u>			
	<u>2014</u>		<u>2013</u>	
	(Dollars in Thousands)			
	<u>Amount</u>	<u>Percentage</u>	<u>Amount</u>	<u>Percentage</u>
Homeowners'	\$ 255,858	91.21%	\$ 156,378	89.06%
Commercial General Liability	9,473	3.38%	8,013	4.56%
Federal Flood	6,192	2.21%	4,889	2.78%
Automobile	<u>8,964</u>	<u>3.20%</u>	<u>6,329</u>	<u>3.60%</u>
Gross written premiums	<u>\$ 280,487</u>	<u>100.00%</u>	<u>\$ 175,609</u>	<u>100.00%</u>

The increase in the sale of homeowners' policies by \$99.5 million, or 63.6%, to \$255.9 million for the nine months ended September 30, 2014, compared with \$156.4 million for the nine months ended September 30, 2013, is gross of reinsurance costs and net of Florida's mandated homeowners' wind mitigation discounts.

We offer premium discounts for wind mitigation efforts by policyholders, as required by Florida law. As of September 30, 2014, 76.9% of our in-force homeowners' policyholders were receiving wind mitigation credits totaling approximately \$312.8 million (a 50.1% reduction of in-force premium), while 80.9% of our in-force homeowners' policyholders were receiving wind mitigation credits totaling approximately \$170.8 million, (a 48.4% reduction of in-force premium), as of September 30, 2013.

During the nine months ended September 30, 2014, \$49.4 million or 19.3% of the \$255.9 million of the homeowners' premiums we underwrote were produced under the agreement with ISA. The \$49.4 million of homeowners' premiums produced under this agreement with ISA represents 49.7% of the total increase in the sale of homeowners' policies during the nine months ended September 30, 2014. During the nine months ended September 30, 2013, \$19.1 million or 12.2% of the \$156.4 million of the homeowners' premiums we underwrote were produced under the agreement with ISA.

During the nine months ended September 30, 2014 and September 30, 2013, the change to the cumulative wind mitigation credits afforded our policyholders totaled \$96.0 million and \$109.8 million, respectively. Our number of in-force homeowners' policies increased by approximately 51,200 or 44.0%, to approximately 167,600 as of September 30, 2014, compared with approximately 116,400 as of December 31, 2013.

We are required to report write-your-own flood premiums on a direct and 100% ceded basis.

The Company's sale of commercial general liability policies increased \$1.5 million, or 18.2%, to \$9.5 million for the nine months ended September 30, 2014, compared with \$8.0 million for the nine months ended September 30, 2013.

## Federated National Holding Company

The following table sets forth the amounts and percentages of our gross premiums written in connection with our commercial general liability program by state.

<u>State</u>	<u>Nine Months Ended September 30,</u>			
	<u>2014</u>		<u>2013</u>	
	<u>Amount</u>	<u>Percentage</u>	<u>Amount</u>	<u>Percentage</u>
	(Dollars in Thousands)			
Alabama	\$ 124	1.31%	\$ 73	0.91%
Florida	8,730	92.16%	7,390	92.23%
Georgia	7	0.07%	-	0.00%
Louisiana	82	0.87%	124	1.55%
Texas	<u>530</u>	<u>5.59%</u>	<u>426</u>	<u>5.31%</u>
Total	<u>\$ 9,473</u>	<u>100.00%</u>	<u>\$ 8,013</u>	<u>100.00%</u>

The Company's sale of auto insurance policies increased \$2.7 million, or 41.6%, to \$9.0 million for the nine months ended September 30, 2014, compared with \$6.3 million for the nine months ended September 30, 2013.

We are currently rated by Demotech as "A" ("Exceptional"), which is the third of seven ratings, and defined as "Regardless of the severity of a general economic downturn or deterioration in the insurance cycle, insurers earning a FSR of "A" possess "Exceptional" financial stability related to maintaining surplus as regards to policyholders". Demotech's ratings are based upon factors of concern to agents, reinsurers and policyholders and are not primarily directed toward the protection of investors. Our Demotech rating could be jeopardized by factors including adverse development and various surplus related ratio exceptions.

The withdrawal of our ratings could limit or prevent us from writing or renewing desirable insurance policies, from competing with insurers who have higher ratings, from obtaining adequate reinsurance, or from borrowing on a line of credit. The withdrawal of our ratings could have a material adverse effect on the Company's results of operations and financial position because the Company's insurance products might no longer be acceptable to the secondary marketplace and mortgage lenders. Furthermore, a withdrawal of our ratings could prevent independent agents from selling and servicing our insurance products.

### Gross Premiums Ceded

Gross premiums ceded increased \$100.9 million, or 129.1%, to \$179.1 million for the nine months ended September 30, 2014, compared with \$78.2 million for the nine months ended September 30, 2013. The increase includes a \$97.6 million increase to homeowners' gross premiums ceded, a \$2.0 million increase to automobile gross premiums ceded and a \$1.3 million increase to flood gross premiums ceded. The gross premiums ceded total of \$179.1 million for the nine months ended September 30, 2014 primarily includes \$164.9 million associated with our catastrophic reinsurance programs.

### Increase in Prepaid Reinsurance Premiums

The increase in prepaid reinsurance premiums was \$86.9 million for the nine months ended September 30, 2014, compared with \$29.9 million for the nine months ended September 30, 2013. The increased benefit to written premium is associated with the timing of our reinsurance payments measured against the term of the underlying reinsurance policies.

### Increase in Unearned Premiums

The increase in unearned premiums was \$58.3 million for the nine months ended September 30, 2014, compared with \$58.0 million for the nine months ended September 30, 2013. The increased charge to written premium was due to a \$55.6 million increase in unearned homeowners' insurance premiums, a \$1.2 million increase in unearned flood insurance premiums, a \$1.2 million increase in unearned commercial general liability insurance premiums and a \$0.3 million increase in unearned automobile insurance premiums during the nine months ended September 30, 2014. These changes are a result of differences in written premium volume during this period as compared with the same period last year. See "Gross Premiums Written" above.

## Federated National Holding Company

The \$55.6 million change in unearned homeowners' insurance premiums includes approximately \$104.9 increase from gross premiums written during the nine months ended September 30, 2014, net of approximately \$49.3 million of unearned premium ceded to the quota-share program.

### Net Premiums Earned

Net premiums earned increased \$60.7 million, or 87.5%, to \$130.0 million for the nine months ended September 30, 2014, compared with \$69.3 million for the nine months ended September 30, 2013. The \$60.7 million increase is net of a \$16.5 million decrease due to accounting for our quota-share program. The net impact of the quota-share program was \$0.4 million. The reduction in net premiums earned was offset by an estimated \$6.1 million reduction in our reinsurance costs, a reduction in losses and LAE of \$5.0 million, a reduction in amortization of deferred policy acquisition costs of \$4.1 million, and the recognition of \$1.7 million of the aforementioned accrued income resulting from the quota-share agreement.

The following table denotes net premiums earned by product line.

	<u>Nine Months Ended September 30,</u>			
	<u>2014</u>		<u>2013</u>	
	<u>Amount</u>	<u>Percentage</u>	<u>Amount</u>	<u>Percentage</u>
	(Dollars in Thousands)			
Homeowners'	\$ 119,903	92.26%	\$ 60,768	87.66%
Commercial General Liability	7,869	6.06%	6,978	10.07%
Automobile	<u>2,183</u>	<u>1.68%</u>	<u>1,573</u>	<u>2.27%</u>
Net premiums earned	<u>\$ 129,955</u>	<u>100.00%</u>	<u>\$ 69,319</u>	<u>100.00%</u>

The \$59.1 million increase in homeowners' net premiums earned is due to a \$99.5 million increase in gross written premium, a \$97.6 million increase in gross premiums ceded and a \$57.2 million change in the net change to prepaid reinsurance premiums and unearned premium.

The \$0.9 million increase in commercial general liability net premiums earned is a result of a \$1.5 million increase in gross written premium, a less than \$0.1 million increase in gross premiums ceded and a \$0.5 million change in the net change to prepaid reinsurance premiums and unearned premium.

The \$0.6 million increase in automobile net premiums earned is a result of a \$2.6 million increase in gross written premium, a \$2.0 million increase in gross premiums ceded and a less than \$0.1 million change in the net change to prepaid reinsurance premiums and unearned premium.

### Commission Income

Commission income increased \$1.3 million, or 68.4%, to \$3.3 million for the nine months ended September 30, 2014, compared with \$2.0 million for the nine months ended September 30, 2013. The primary sources of our commission income are our managing general agent services, write-your-own flood premiums and our independent insurance agency, Insure-Link.

### Finance Revenue

Finance revenue increased \$0.5 million, or 80.2%, to \$1.1 million for the nine months ended September 30, 2014, compared with \$0.6 million for the nine months ended September 30, 2013. The primary source of finance revenue is service fees and interest income from our direct billing program, wherein we accept receivables from our insureds.

### Direct Written Policy Fees

Direct written policy fees increased \$1.8 million, or 39.7%, to \$6.4 million for the nine months ended September 30, 2014, compared with \$4.6 million for the nine months ended September 30, 2013. The change is due to the increase in gross premiums written during this same period.

## Federated National Holding Company

### Net Investment Income

Net investment income increased \$1.4 million, or 57.8%, to \$3.8 million for the nine months ended September 30, 2014, compared with \$2.4 million for the nine months ended September 30, 2013.

Our investment yields, net and gross of investment expenses, excluding equities and including cash, were 2.1% and 2.4%, respectively, for the nine months ended September 30, 2014. Our investment yields, net and gross of investment expenses, excluding equities and including cash, were 1.8% and 2.0%, respectively, for the nine months ended September 30, 2013.

Our investment yield, net and gross of investment expenses measured against debt securities, excluding equities and cash, were 2.1% and 2.5%, respectively, for the nine months ended September 30, 2014. Our investment yield, net and gross of investment expenses measured against debt securities, excluding equities and cash, were 2.1% and 2.3%, respectively, for the nine months ended September 30, 2013.

See also “Analysis of Financial Condition as of September 30, 2014 Compared with December 31, 2013 – Investments” for a further discussion on our investment portfolio.

### Net Realized Investment Gains

Net realized investment gains totaled \$4.0 million for the nine months ended September 30, 2014, compared with \$2.5 million during the nine months ended September 30, 2013. During the nine months ended September 30, 2014, the investment committee decided to increase the fixed income asset allocation by directing new invested dollars and reducing our exposure to equities.

FASB has issued guidance regarding when an investment is considered impaired, whether that impairment is other-than temporary and the measurement of an impairment loss. Management periodically reviews the individual investments that comprise our portfolio in order to determine whether a decline in fair value below our cost is either other-than temporarily or permanently impaired. During the nine months ended September 30, 2014 and the nine months ended September 30, 2013, in connection with the process, we have not charged operations with investment losses.

The table below depicts the net realized investment gains (losses) by investment category during the nine months ended September 30, 2014 and 2013.

	<u>Nine Months Ended September 30,</u>	
	<u>2014</u>	<u>2013</u>
	(Dollars in Thousands)	
Realized gains:		
Debt securities	\$ 533	\$ 1,595
Equity securities	<u>4,013</u>	<u>2,437</u>
Total realized gains	<u>4,546</u>	<u>4,032</u>
Realized losses:		
Debt securities	(118)	(922)
Equity securities	<u>(381)</u>	<u>(630)</u>
Total realized losses	<u>(499)</u>	<u>(1,552)</u>
Net realized gains on investments	<u>\$ 4,047</u>	<u>\$ 2,480</u>

### Other Income

Other income increased \$0.9 million, or 149.1%, to \$1.5 million for the nine months ended September 30, 2014, compared with \$0.6 million for the nine months ended September 30, 2013. The increase is primarily due to the commission sharing agreement with our reinsurance intermediary.

## Federated National Holding Company

### Quota-Share Profit Sharing

Quota-share profit sharing totaled \$1.7 million for the nine months ended September 30, 2014, compared with nothing for the nine months ended September 30, 2013. The deferred quota-share profit sharing was originally estimated and recorded at \$14.0 million at the program's July 1, 2014 inception, based upon the likely occurrence of future catastrophic events and predefined non-catastrophic loss ratios. This estimate, subject to future adjustments, will continue to be amortized over the remaining life of the quota-share program.

Favorable adjustments to the deferred quota-share profit sharing total will increase the quarterly amount we recognize over the remaining life of the program. Unfavorable adjustments to the deferred quota-share profit sharing total will decrease the quarterly amount we recognize over the remaining life of the program and could result in a current period charge to operations for some or all of the previously recognized profit sharing.

### Losses and LAE

Losses and LAE, our most significant expense, represent actual payments made and changes in estimated future payments to be made to or on behalf of our policyholders, including expenses required to settle claims and losses. We revise our estimates based on the results of analysis of estimated future payments to be made. This process assumes that experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for predicting future events.

Losses and LAE increased \$23.9 million, or 65.3%, to \$60.5 million for the nine months ended September 30, 2014, compared with \$36.6 million for the nine months ended September 30, 2013. The overall change includes a \$16.9 million increase in our homeowners' program, a \$6.9 million increase in our commercial general liability program and a \$0.1 million increase in connection with our automobile program.

The change to losses and LAE typically reflects the change to reserves in response to the change in the number of policies we wrote during the same period. Homeowners' losses and LAE for the nine months ended September 30, 2014, are net of a \$5.0 million decrease relating to the quota-share program for which our actual net premiums earned were reduced by \$16.5 million.

We continue to revise our estimates of the ultimate financial impact of claims made resulting from past storms. The revisions to our estimates are based on our analysis of subsequent information that we receive regarding various factors, including: (i) per claim information; (ii) Company and industry historical loss experience; (iii) legislative enactments, judicial decisions, legal developments in the awarding of damages, and (iv) trends in general economic conditions, including the effects of inflation.

The composition of unpaid losses and LAE by product line is as follows.

	<u>September 30, 2014</u>			<u>December 31, 2013</u>		
	<u>Case</u>	<u>Bulk</u>	<u>Total</u>	<u>Case</u>	<u>Bulk</u>	<u>Total</u>
	(Dollars in Thousands)			(Dollars in Thousands)		
Homeowners'	\$ 13,624	\$ 30,220	\$ 43,844	\$ 11,399	\$ 19,623	\$ 31,022
Commercial General Liability	5,697	12,676	18,373	3,503	13,231	16,734
Automobile	3,647	7,245	10,892	8,259	5,001	13,260
Total	<u>\$ 22,968</u>	<u>\$ 50,141</u>	<u>\$ 73,109</u>	<u>\$ 23,161</u>	<u>\$ 37,855</u>	<u>\$ 61,016</u>

Factors that affect unpaid losses and LAE include the estimates made on a claim-by-claim basis known as "case reserves" coupled with bulk estimates known as IBNR. Periodic estimates by management of the ultimate costs required to settle all claim files are based on the Company's analysis of historical data and estimations of the impact of numerous factors such as (i) per claim information; (ii) Company and industry historical loss experience; (iii) legislative enactments, judicial decisions, legal developments in the awarding of damages, and changes in political attitudes; and (iv) trends in general economic conditions, including the effects of inflation. Other factors influencing the unpaid losses and LAE balance include improved underwriting processes and claim settling techniques.

## **Federated National Holding Company**

Management revises its estimates based on the results of its analysis. This process assumes that experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for estimating the ultimate settlement of all claims. There is no precise method for subsequently evaluating the impact of any specific factor on the adequacy of the reserves, because the eventual redundancy or deficiency is affected by multiple factors. Because of our process, reserves were increased by approximately \$12.1 million during the nine months ended September 30, 2014. This overall change includes a \$12.8 million increase in reserves for our homeowners' program, a \$1.6 million increase in reserves for our commercial general liability program and a \$2.3 million decrease in reserves for our automobile program.

In accordance with GAAP and as discussed above, our loss ratio is computed as losses and LAE divided by net premiums earned. A lower loss ratio generally results in higher operating income. Our loss ratio for the nine months ended September 30, 2014 was 46.5% compared with 52.8% for the same period in 2013. The favorable decrease to our loss ratio is due to the \$23.9 million increase in losses and LAE measured against the \$60.6 million increase in net premium earned during the nine months ended September 30, 2014 as compared with the nine months ended September 30, 2013.

### **Operating and Underwriting Expenses**

Operating and underwriting expenses increased \$4.5 million, or 45.0%, to \$14.6 million for the nine months ended September 30, 2014, compared with \$10.1 million for the nine months ended September 30, 2013. The change is primarily due to increases in premium tax, surveys and underwriting reports, marketing expenses, actuarial fees, postage and investment expenses.

### **Salaries and Wages**

Salaries and wages increased \$3.1 million, or 42.6%, to \$10.5 million for the nine months ended September 30, 2014, compared with \$7.4 million for the nine months ended September 30, 2013 and is primarily due to an increased number of employees. The charge to operations for stock-based compensation, in accordance with FASB guidance, was approximately \$831,000 during the nine months ended September 30, 2014 compared with approximately \$287,000 for the nine months ended September 30, 2013.

### **Amortization of Deferred Policy Acquisition Costs**

Amortization of deferred policy acquisition costs, increased \$7.7 million, or 50.3%, to \$23.1 million for the nine months ended September 30, 2014, compared with \$15.4 million for the nine months ended September 30, 2013. The change to amortization of deferred policy acquisition costs typically corresponds to the change in net premiums earned during the same period, and consists of the actual policy acquisition costs, including commissions, payroll and premium taxes, less commissions earned on reinsurance ceded and policy fees earned.

The change to amortization of deferred policy acquisition costs typically corresponds to the change in net premiums earned during the same period, and consists of the actual policy acquisition costs, including commissions, payroll and premium taxes, less commissions earned on reinsurance ceded and policy fees earned, which during the nine months ended September 30, 2014 totaled approximately \$11.8 million. The \$11.8 million increase was offset by a \$4.1 million decrease relating to the quota-share program.

### **Provision for Income Tax Expense**

The provision for income tax expense was \$16.0 million for the nine months ended September 30, 2014, compared with \$4.4 million for the nine months ended September 30, 2013. The effective rate for income taxes was 36.99% for the nine months ended September 30, 2014, compared with 35.09% for the nine months ended September 30, 2013.

### **Net Income**

Net income increased \$19.0 million, or 233.4%, to \$27.2 million for the nine months ended September 30, 2014, compared with \$8.2 million for the nine months ended September 30, 2013.



## Federated National Holding Company

### Liquidity and Capital Resources

During the nine months ended September 30, 2014, our primary sources of capital included proceeds from the sale of investment securities, increased unearned premiums, issuance of common stock, increased unpaid losses and LAE, decreased policy acquisition costs, increased premium deposits and customer credit balances and amortization of investment premium or discount, net. Additional sources of capital included decreased deferred income tax expense net of other comprehensive income, exercised stock options, increased accounts payable and accrued expenses, increased claims payments outstanding, depreciation and amortization, a tax benefit related to non-cash compensation and non-cash compensation. Because we are a holding company, we are largely dependent upon fees and commissions from our subsidiaries for cash flow.

During the nine months ended September 30, 2014 and 2013, operations provided net operating cash flow of \$58.7 million and \$63.1 million, respectively.

During the nine months ended September 30, 2014, operations generated \$114.8 million of gross cash flow, due to a \$58.3 million increase in unearned premiums, a \$12.1 million increase in unpaid losses and LAE, a \$5.7 million decrease in policy acquisition costs, a \$3.3 million increase in premium deposits and customer credit balances and \$2.9 million of amortization of investment premium or discount, net. Additional sources of cash included a \$2.7 million decrease in deferred income tax expense, net of other comprehensive income, a \$1.2 million increase in accounts payable and accrued expenses, a \$1.0 million increase in claims payments outstanding, \$0.3 million of depreciation and amortization and \$0.1 million non-cash compensation, all in conjunction with \$27.2 million of net income.

During the nine months ended September 30, 2014, operations used \$56.0 million of gross cash flow, due to a \$31.6 million increase in prepaid reinsurance premiums, a \$6.5 million increase in reinsurance recoverable, net, a \$5.7 million increase in premiums receivable and \$4.0 million in net realized investment gains. Additional uses of cash included a \$2.4 million decrease in income taxes payable, a \$2.2 million increase in income taxes recoverable, a \$1.9 million increase in other assets and a \$1.7 million increase in contingent quota-share profit sharing.

During the nine months ended September 30, 2014 and 2013, net cash used by investing activities was \$98.1 million and \$36.8 million, respectively. Our available-for-sale investment portfolio is highly liquid as it consists entirely of readily marketable securities. During the nine months ended September 30, 2014, investing activities generated \$65.9 million and used \$164.0 million.

During the nine months ended September 30, 2014 and 2013, net financing activities provided and used \$43.8 million and \$0.4 million, respectively. In 2014, the sources of cash in connection with financing activities included \$43.1 million from issuance of common stock, \$1.4 million from exercised stock options and \$0.3 million from a tax benefit related to non-cash compensation and the uses included \$1.0 million for dividends paid.

We offer direct billing in connection with our homeowners' and commercial general liability programs. Direct billing is an agreement in which the insurance company accepts from the insured, as a receivable, a promise to pay the premium, as opposed to requiring the full amount of the policy at policy inception, either directly from the insured or from a premium finance company. The advantage of direct billing a policyholder by the insurance company is that we are not reliant on a credit facility, but remain able to charge and collect interest from the policyholder.

As discussed above, we have experienced significant growth, as evidenced by the 59.7% increase in gross premiums written during the first nine months of 2014 as compared with the same period in 2013. We believe that our current capital resources will be sufficient to meet currently anticipated working capital requirements.

As of September 30, 2014, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as "structured finance" or "special purpose" entities, which were established for the purpose of facilitating off-balance-sheet arrangements or other contractually narrow or limited purposes. As such, management believes that we currently are not exposed to any financing, liquidity, market or credit risks that could arise if we had engaged in transactions of that type requiring disclosure herein.

## **Federated National Holding Company**

### **Impact of Inflation and Changing Prices**

The consolidated financial statements and related data presented herein have been prepared in accordance with GAAP, which requires the measurement of financial position and operating results in terms of historical dollars without considering changes in the relative purchasing power of money over time due to inflation. Our primary assets and liabilities are monetary in nature. As a result, interest rates have a more significant impact on performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or with the same magnitude as the inflationary effect on the cost of paying losses and LAE.

Insurance premiums are established before we know the amount of losses and LAE and the extent to which inflation may affect such expenses. Consequently, we attempt to anticipate the future impact of inflation when establishing rate levels. While we attempt to charge adequate premiums, we may be limited in raising premium levels for competitive and regulatory reasons. Inflation may also affect the market value of our investment portfolio and the investment rate of return. Any future economic changes that result in prolonged and increasing levels of inflation could cause increases in the dollar amount of incurred losses and LAE and thereby materially adversely affect future liability requirements.

### **Item 3**

#### **Quantitative and Qualitative Disclosures about Market Risk**

Our investment objective is to maximize total rate of return after federal income taxes while maintaining liquidity and minimizing risk. Our current investment policy limits investment in non-investment-grade debt securities (including high-yield bonds), and limits total investments in preferred stock, common stock and mortgage notes receivable. We also comply with applicable laws and regulations that further restrict the type, quality and concentration of our investments. In general, these laws and regulations permit investments, within specified limits and subject to certain qualifications, in federal, state and municipal obligations, corporate bonds, preferred and common equity securities and real estate mortgages.

Our investment policy is established by the Board of Directors Investment Committee and is reviewed on a regular basis. Pursuant to this investment policy, as of September 30, 2014, approximately 86% of investments were in debt securities and cash and cash equivalents, which are considered to be either held until maturity or available-for-sale, based upon our estimates of required liquidity. Approximately 97% of the debt securities are considered available-for-sale and are marked to market. We may in the future consider additional debt securities to be held to maturity and carried at amortized cost. We do not use any swaps, options, futures or forward contracts to hedge or enhance our investment portfolio.

## Federated National Holding Company

The following table summarizes, by type, our investments as of September 30, 2014 and December 31, 2013.

	<u>September 30, 2014</u>		<u>December 31, 2013</u>	
	<u>Carrying Amount</u>	<u>Percent of Total</u>	<u>Carrying Amount</u>	<u>Percent of Total</u>
	(Dollars in Thousands)			
Debt securities, at market:				
United States government obligations and authorities	\$ 55,643	17.43%	\$ 27,209	12.33%
Obligations of states and political subdivisions	91,641	28.71%	52,064	23.59%
Corporate	117,150	36.70%	91,941	41.66%
International	<u>10,953</u>	<u>3.43%</u>	<u>3,698</u>	<u>1.68%</u>
	<u>275,387</u>	<u>86.27%</u>	<u>174,912</u>	<u>79.26%</u>
Debt securities, at amortized cost:				
United States government obligations and authorities	4,433	1.39%	4,630	2.10%
Corporate	2,673	0.84%	2,475	1.12%
International	<u>246</u>	<u>0.08%</u>	<u>109</u>	<u>0.05%</u>
	<u>7,352</u>	<u>2.31%</u>	<u>7,214</u>	<u>3.27%</u>
Total debt securities	282,739	88.58%	182,126	82.53%
Equity securities, at market:	<u>36,463</u>	<u>11.42%</u>	<u>38,584</u>	<u>17.47%</u>
Total investments	<u>\$ 319,202</u>	<u>100.00%</u>	<u>\$ 220,710</u>	<u>100.00%</u>

Available-for-sale debt securities are carried on the balance sheet at market and held-to-maturity debt securities are carried on the balance sheet at amortized cost. As of September 30, 2014 and December 31, 2013, debt securities has had the following quality ratings by S&P and for securities not assigned a rating by S&P, Moody's or Fitch ratings were used.

	<u>September 30, 2014</u>		<u>December 31, 2013</u>	
	<u>Carrying Amount</u>	<u>Percent of Total</u>	<u>Carrying Amount</u>	<u>Percent of Total</u>
	(Dollars in Thousands)			
AAA	\$ 41,138	14.55%	\$ 24,904	13.67%
AA	119,245	42.18%	67,374	36.99%
A	65,352	23.11%	46,338	25.44%
BBB	57,004	20.16%	42,979	23.60%
Not rated	<u>-</u>	<u>0.00%</u>	<u>531</u>	<u>0.30%</u>
	<u>\$ 282,739</u>	<u>100.00%</u>	<u>\$ 182,126</u>	<u>100.00%</u>

The following table summarizes, by maturity, the debt securities as of September 30, 2014 and December 31, 2013.

	<u>September 30, 2014</u>		<u>December 31, 2013</u>	
	<u>Carrying Amount</u>	<u>Percent of Total</u>	<u>Carrying Amount</u>	<u>Percent of Total</u>
	(Dollars in Thousands)			
Matures In:				
One year or less	\$ 13,731	4.86%	\$ 5,180	2.84%
One year to five years	177,935	62.93%	113,561	62.35%
Five years to 10 years	91,040	32.20%	62,511	34.32%
More than 10 years	<u>33</u>	<u>0.01%</u>	<u>874</u>	<u>0.49%</u>
Total debt securities	<u>\$ 282,739</u>	<u>100.00%</u>	<u>\$182,126</u>	<u>100.00%</u>

At September 30, 2014, the duration of the debt portfolio was approximately 3.7 years.

## Federated National Holding Company

The following table provides information about the financial instruments as of September 30, 2014 that are sensitive to changes in interest rates. The table presents principal cash flows and the related weighted average interest rate by expected maturity date based upon par values.

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>Thereafter</u>	<u>Total</u>	<u>Carrying Amount</u>
Principal amount by expected maturity:								
United States government obligations and authorities	\$ -	\$ 3,186	\$ 2,714	\$ 5,857	\$ 6,298	\$ 27,833	\$ 45,888	\$ 46,147
Obligations of states and political subdivisions	200	7,365	10,900	17,335	10,635	34,775	81,210	91,641
Corporate securities	-	7,787	17,724	20,418	15,377	41,215	102,521	109,396
International securities	-	1,241	2,087	1,875	2,342	3,317	10,862	11,200
Collateralized mortgage obligations	-	1,854	3,879	3,872	2,449	10,949	23,003	24,355
Equity securities, at market	-	-	-	-	-	-	-	36,463
All investments	<u>\$ 200</u>	<u>\$ 21,433</u>	<u>\$ 37,304</u>	<u>\$ 49,357</u>	<u>\$ 37,101</u>	<u>\$ 118,089</u>	<u>\$ 263,484</u>	<u>\$ 319,202</u>
Weighted average interest rate by expected maturity:								
United States government obligations and authorities	0.00%	0.27%	1.61%	0.73%	1.18%	2.14%	1.67%	
Obligations of states and political subdivisions	5.00%	4.54%	4.77%	4.62%	5.01%	4.92%	4.81%	
Corporate securities	0.00%	4.09%	3.96%	3.62%	4.65%	4.54%	4.24%	
International securities	0.00%	0.85%	2.15%	2.52%	2.89%	3.25%	2.56%	
Collateralized mortgage obligations	0.00%	5.29%	5.49%	4.03%	3.84%	4.01%	4.35%	
Equity securities, at market	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
All investments	5.00%	3.59%	4.08%	3.62%	4.00%	4.00%	3.91%	

### Item 4

#### Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934, as of September 30, 2014. Based upon their evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures, as of September 30, 2014, were effective to provide reasonable assurance that information required to be disclosed by us in the reports filed or submitted by it under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and to provide reasonable assurance that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes during the nine months ended September 30, 2014 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **Federated National Holding Company**

### **Part II: OTHER INFORMATION**

#### **Item 1**

##### **Legal Proceedings**

See Item 1 of Part I, “Financial Statements – Note 4 – Commitments and Contingencies.”

#### **Item 1A**

##### **Risk Factors**

There have been no material changes from the risk factors previously disclosed in Item 1, Risk Factors, in the Company’s Form 10-K for the fiscal year ended December 31, 2013 or in Item 1A, Risk Factors, in the Company’s Form 10-Q for the quarter ended June 30, 2014.

##### **Additional Risk Factors**

The risks described in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

#### **Item 2**

##### **Unregistered Sales of Equity Securities and Use of Proceeds**

(a) None

(b) None

(c) None

#### **Item 3**

##### **Defaults upon Senior Securities**

(a) None

(b) None

#### **Item 4**

##### **Mine Safety Disclosures**

Not applicable

#### **Item 5**

##### **Other Information**

(a) None

(b) None

## Federated National Holding Company

### Item 6

#### Exhibits

- 10.1 Excess Catastrophe Reinsurance Contract, effective July 1, 2014, between Federated National Insurance Company and subscribing reinsurers. \*
- 10.2 Reinstatement Premium Protection Reinsurance Contract, effective July 1, 2014, between Federated National Insurance Company and subscribing reinsurers. \*
- 10.3 Homeowners Quota Share Reinsurance Contract, effective July 1, 2014, between Federated National Insurance Company and subscribing reinsurers.\*
- 10.4 Property Catastrophe Excess of Loss (Louisiana Only) Reinsurance Contract, effective July 1, 2014, between Federated National Insurance Company and subscribing reinsurers.\*
- 10.5 Reinstatement Premium Protection Reinsurance Contract (Louisiana Only), effective July 1, 2014, between Federated National Insurance Company and subscribing reinsurers.\*
- 10.6 Subscription Agreement, effective as of July 18, 2014, among C.A. Bancorp Inc., Federated National Holding Company, and Transatlantic Reinsurance Company. \*
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act. \*
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act. \*
- 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act. \*
- 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act. \*
- 101.INS-XBRL Instance Document. \*\*
- 101.SCH-XBRL Taxonomy Extension Schema Document. \*\*
- 101.CAL-XBRL Taxonomy Extension Calculation Linkbase Document. \*\*
- 101.LAB-XBRL Taxonomy Extension Label Linkbase Document. \*\*
- 101.PRE-XBRL Taxonomy Extension Presentation Linkbase Document. \*\*

\* filed herewith

\*\* In accordance with Rule 406T of Regulation S-T, these interactive data files are deemed not filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Federated National Holding Company**

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FEDERATED NATIONAL HOLDING COMPANY**

By: /s/ Michael H. Braun  
Michael H. Braun, Chief Executive Officer  
(Principal Executive Officer)

/s/ Peter J. Prygelski, III  
Peter J. Prygelski, III, Chief Financial Officer  
(Principal Financial and Accounting Officer)

Date: November 10, 2014

## Federated National Holding Company

### EXHIBIT INDEX

- 10.1 Excess Catastrophe Reinsurance Contract, effective July 1, 2014, between Federated National Insurance Company and subscribing reinsurers. \*
- 10.2 Reinstatement Premium Protection Reinsurance Contract, effective July 1, 2014, between Federated National Insurance Company and subscribing reinsurers. \*
- 10.3 Homeowners Quota Share Reinsurance Contract, effective July 1, 2014, between Federated National Insurance Company and subscribing reinsurers.\*
- 10.4 Property Catastrophe Excess of Loss (Louisiana Only) Reinsurance Contract, effective July 1, 2014, between Federated National Insurance Company and subscribing reinsurers.\*
- 10.5 Reinstatement Premium Protection Reinsurance Contract (Louisiana Only), effective July 1, 2014, between Federated National Insurance Company and subscribing reinsurers.\*
- 10.6 Subscription Agreement, effective as of July 18, 2014, among C.A. Bancorp Inc., Federated National Holding Company, and Transatlantic Reinsurance Company. \*
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act. \*
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act. \*
- 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act. \*
- 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act. \*
- 101.INS-XBRL Instance Document. \*\*
- 101.SCH-XBRL Taxonomy Extension Schema Document. \*\*
- 101.CAL-XBRL Taxonomy Extension Calculation Linkbase Document. \*\*
- 101.LAB-XBRL Taxonomy Extension Label Linkbase Document. \*\*
- 101.PRE-XBRL Taxonomy Extension Presentation Linkbase Document. \*\*

\* filed herewith

\*\* In accordance with Rule 406T of Regulation S-T, these interactive data files are deemed not filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.



**Federated National Holding Company**

**EXHIBIT 31.1**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT**

I, Michael H. Braun, certify that:

1. I have reviewed this Form 10-Q of Federated National Holding Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Michael H. Braun

**Michael H. Braun**

**Chief Executive Officer**

**(Principal Executive Officer)**

Dated: November 10, 2014

## Federated National Holding Company

### EXHIBIT 31.2

#### CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT

I, Peter J. Prygelski, III, certify that:

1. I have reviewed this Form 10-Q of Federated National Holding Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Peter J. Prygelski, III

**Peter J. Prygelski, III**

**Chief Financial Officer**

**(Principal Financial and Accounting Officer)**

Dated: November 10, 2014

**Federated National Holding Company**

**EXHIBIT 32.1**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-  
OXLEY ACT**

In connection with the Quarterly Report on Form 10-Q of Federated National Holding Company for the quarter ended September 30, 2014 as filed with the Securities and Exchange Commission (the "Report"), I, Michael H. Braun, Chief Executive Officer of Federated National Holding Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Federated National Holding Company.

By: */s/ Michael H. Braun*

---

**Michael H. Braun, Chief Executive Officer (Principal Executive Officer)**

**November 10, 2014**

**Federated National Holding Company**

**EXHIBIT 32.2**

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-  
OXLEY ACT**

In connection with the Quarterly Report on Form 10-Q of Federated National Holding Company for the quarter ended September 30, 2014 as filed with the Securities and Exchange Commission (the "Report"), I, Peter J. Prygelski, III, Chief Financial Officer of Federated National Holding Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Federated National Holding Company.

By: */s/ Peter J. Prygelski, III*

---

**Peter J. Prygelski, III, Chief Financial Officer (Principal Financial and Accounting Officer)**

**November 10, 2014**